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OF COUNSEL  
URBAN A. LESTER

October 29, 1999

RECORDATION NO. 22484-A FILED

NOV 1 '99 8-30 AM

*K. Bartman*  
Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Assignment of Lease, dated as of October 31, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates the Master Lease Agreement previously filed with the Board under Recordation Number 22484.

The names and addresses of the parties to the enclosed document are:

Assignor: Railcar, Ltd.  
1819 Peachtree Road, N.E., Suite 455  
Atlanta, Georgia 30309-1847

Assignee: Transamerica Equipment Financial Services  
Corporation  
210 Interstate North Parkway, Suite 315  
Atlanta, Georgia 30339

A description of the railroad equipment covered by the enclosed document is:

set forth on the equipment schedule attached to the Assignment of Lease

Mr. Vernon A. Williams  
October 29, 1999  
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

  
for Robert W. Alvord

RWA/bg  
Enclosures

NOV 1 '99 8-30 AM

MEMORANDUM OF ASSIGNMENT OF LEASE

1. This instrument relates to the Master Lease Agreement dated as of May 1, 1999, and the related Schedule's No. 1 and No. 2 dated as of May 1, 1999 (collectively, the "Lease Agreement"), between Railcar, Ltd. ("LTD"), as lessor, and Meridian Aggregates Company ("Lessee"), as lessee, pursuant to which LTD has leased to Lessee the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars" (the "Cars"). Said Master Lease Agreement and Schedule are collectively referred to hereinafter as the "Lease". Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on October 19, 1999, and assigned recordation number 22484. Pursuant to the Assignment Agreement dated as of October 31, 1999 (the "Assignment Agreement"), between LTD and Transamerica Equipment Financial Services Corporation ("TEFSC"), LTD has assigned to TEFSC all of LTD's rights, title, and interest in and to the Lease and the Cars.

2. The addresses of the parties are as follows:

Railcar, Ltd. (Former Lessor / Assignor)  
1819 Peachtree Road, N.E., Suite 455  
Atlanta, Georgia 30309-1847

Transamerica Equipment Financial Services Corporation (New Lessor/Assignee)  
210 Interstate North Parkway, Suite 315  
Atlanta, Georgia 30339

3. The term of the Lease for Schedule No. 1 has already commenced and is scheduled to end on April 30, 2003 and Schedule No. 2 is scheduled to end on September 30, 2003.

4. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

5. The terms and provisions of the assignment are more particularly set forth in the Assignment Agreement.

6. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

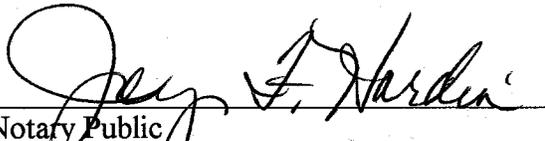
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of October 31, 1999.

RAILCAR, LTD.

By:   
Name: Eugene N. Martini  
Title: Executive Vice President

State of Georgia, County of Fulton

On October 31, 1999, before me personally appeared Eugene N. Martini, to me personally known, who being by me duly sworn says that he is Executive Vice President of Railcar, Ltd., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public  
My commission expires **Notary Public, Coweta County, Georgia**  
**My Commission Expires April 2, 2002**

[NOTARIAL SEAL]

[Execution continued on next page; remainder of this page intentionally left blank]

**TRANSAMERICA EQUIPMENT FINANCIAL  
SERVICES CORPORATION**

By:   
Name: Mark A. Kassis  
Title: Vice President

State of Georgia, County of Cobb

On October 31, 1999, before me personally appeared Mark A. Kassis, to me personally known, who being by me duly sworn says that he is Vice President of **Transamerica Equipment Financial Services Corporation**, and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My commission expires:

MY APPOINTMENT EXPIRES MARCH 30 2003  
GWINNETT COUNTY, GEORGIA

[NOTARIAL SEAL]

# DESCRIPTION OF RAILCARS

. Lessee: Meridian Aggregates Company

. Quantity: 40

. Car Description: 100 Ton Gondola with 4 foot 6 inch sides

\*MARK. UNIT .MARK. UNIT .MARK. UNIT .MARK. UNIT .MARK. UNIT .MARK. UNIT .

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SPSX 003104	SPSX 003105	SPSX 003107	SPSX 003109	SPSX 003110	SPSX 003126
SPSX 003128	SPSX 003133	SPSX 003139	SPSX 003144	SPSX 003146	SPSX 003150
SPSX 038817	SPSX 176022	SPSX 176054	SPSX 176145	SPSX 475934	SPSX 480145
SPSX 480247	SPSX 480380	SPSX 480387	SPSX 480545	SPSX 484693	SPSX 484695
SPSX 484696	SPSX 484717	SPSX 566577	SPSX 578206	SPSX 579290	SPSX 581521
SPSX 581536	SPSX 581560	SPSX 581566	SPSX 583742	SPSX 583769	SPSX 584208
SPSX 584258	SPSX 584301	SPSX 600424	SPSX 975944		

# DESCRIPTION OF RAILCARS

. Lessee: Meridian Aggregates Company

. Quantity: 25

. Car Description: 100 Ton Gondola with 4 foot 6 inch sides

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PRSX 000252 PRSX 000253 PRSX 000254 PRSX 000255 PRSX 000256 PRSX 000257  
PRSX 000258 PRSX 000259 PRSX 000260 PRSX 000261 PRSX 000262 PRSX 000263  
PRSX 000264 PRSX 000265 PRSX 000266 PRSX 000267 PRSX 000268 PRSX 000269  
PRSX 000270 PRSX 000271 PRSX 000272 PRSX 000273 PRSX 000274 PRSX 000275  
PRSX 000276