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AND WHEN RECORDED MAIL TO: 2000 067450

Rooks, Pitts and Poust
10 South Wacker Drive, Suite 2300
Chicago, Illinois 60606

Attn: Michael F. Sexton, Esq.

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

2000 SEP 15 AM 10:15

MORRIS W. CARTER
RECORDER

MEMORANDUM OF AGREEMENT

THIS MEMORANDUM OF AGREEMENT is dated as of the 14th of September, 2000 by and between Elgin, Joliet and Eastern Railway Company, a Delaware corporation ("EJ&E"), and Gary New Century, LLC, a Delaware limited liability company ("GNC").

RECITALS:
This Document is the property of the Lake County Recorder!

1. EJ&E and GNC have entered into an Agreement (Lehigh Crossing) dated as of even date herewith (the "Contract"). A copy of the Contract is held by each party thereto at the address shown below.

2. The addresses of EJ&E and GNC are as follows:

If to EJ&E: Elgin, Joliet & Eastern Railway Company
1141 Maple Road
Joliet, Illinois 60434
Attn: Asset Management, Manager
Facsimile: (815) 740-6589

With a copy to: Transtar, Inc.
135 Jamison Lane
Monroeville, Pennsylvania 15146
Attn: Director, Asset Management
Facsimile: (412) 829-3402

With a copy to: Transtar, Inc.
135 Jamison Lane
Monroeville, Pennsylvania 15146
Attn: Robert N. Gentile, Esq.
Facsimile: (412) 829-6607

And a copy to Rooks, Pitts and Poust
10 South Wacker Drive
Suite 2300
Chicago, Illinois 60606
Attn: Michael F. Sexton, Esq.

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#2240

Facsimile: (312) 876-1155

If to GNC: Barden Companies, Inc.
400 Renaissance Center
Suite 2400
Detroit, Michigan 48243
Attn: Don H. Barden
Facsimile: (313) 259-0154

And a copy to: Dykema Gossett PLLC
400 Renaissance Center
Detroit, Michigan 48226
Attn: Cameron H. Piggott, Esq.
Facsimile: (313) 568-6701

3. The Contract provides GNC with non-exclusive rights to cross various tracks of EJ&E for purposes of ingress and egress to and from certain real properties owned by GNC (collectively the "GNC Property") at the location set forth in Exhibit A (the "Lehigh Crossing"), subject to certain terms, limitations, and conditions as set forth in the Contract. The legal description of the land on which the Lehigh Crossing is located is set forth in Exhibit B attached hereto and made a part hereof (the "EJ&E Property") and the legal description of the GNC Property is set forth in Exhibit C attached hereto and made a part hereof. In addition, the Contract provides GNC the right to relocate the Lehigh Crossing to another location, subject to the terms, limitations and conditions as set forth in the Contract.

4. EJ&E and GNC desire to enter into this Memorandum of Agreement, which is to be recorded, in order that third parties may have notice of the existence of the Contract, and so that the parties may specifically state of record that the Contract inures to the benefit of, and is a burden on, the EJ&E Property and runs with title to the EJ&E Property, and also inures to the benefit of, and is a burden on, the GNC Property and runs with title to the GNC Property.

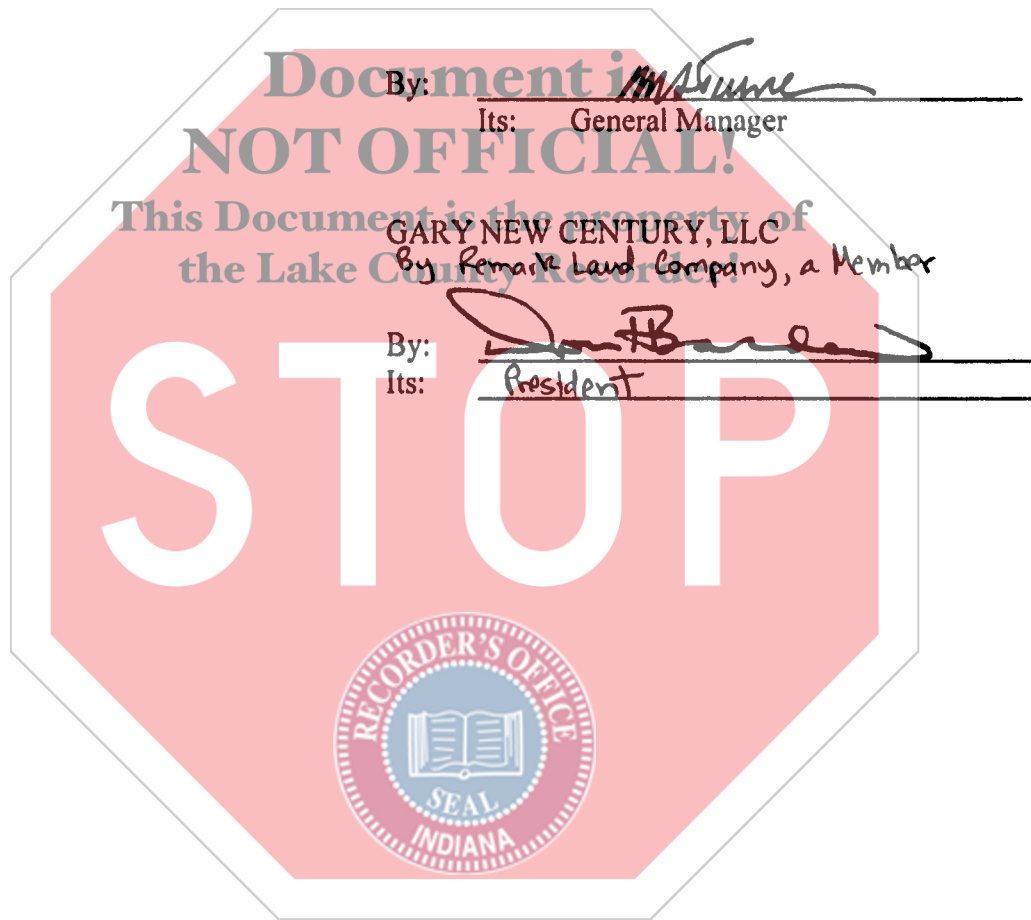
5. This Memorandum of Agreement may be executed in counterparts, and all counterparts shall hereafter be read together as constituting one instrument.

6. The Contract is fully incorporated herein by this reference.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned, on behalf and with authority for their respective entities, have hereunto set their hands and delivered these presents as of the date first above written.

ELGIN, JOLIET AND EASTERN RAILWAY
COMPANY



STATE OF ILLINOIS)
) SS
COUNTY OF WILL)

I, Jacqueline M. Plankar, a Notary Public, in and for said County, in the State aforesaid, do hereby certify that M. J. Yusan personally known to me to be the General Manager of Elgin, Joliet and Eastern Railway Company, is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such General Manager, appeared before me this day in person and acknowledged that he signed and delivered said instrument as his own free and voluntary act and as the free and voluntary act of said corporation for the uses and purposes therein set forth.

Given under my hand and official seal this 12 day of September, 2000.

Jacqueline M. Plankar
Notary Public

My Commission Expires:

February 3, 2001



STATE OF Indiana)
) SS
COUNTY OF Lake)

I, Paula E. NEFF, a Notary Public, in and for said County, in the State aforesaid, do hereby certify that Don H. Barden, personally known to me to be the President of Gary New Century, LLC, is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such officer, appeared before me this day in person and acknowledged that he signed and delivered said instrument as his own free and voluntary act and as the free and voluntary act of said limited liability company for the uses and purposes therein set forth.

Given under my hand and official seal this 14th day of September, 2000.

Paula E. Neff
Notary Public

My Commission Expires:

4-12-2008



175022.1

EXHIBIT "A"

EXISTING GRADE CROSSING

NEW GRADE CROSSING

EST-E TRN

W/BWAY

DW

70 WEST

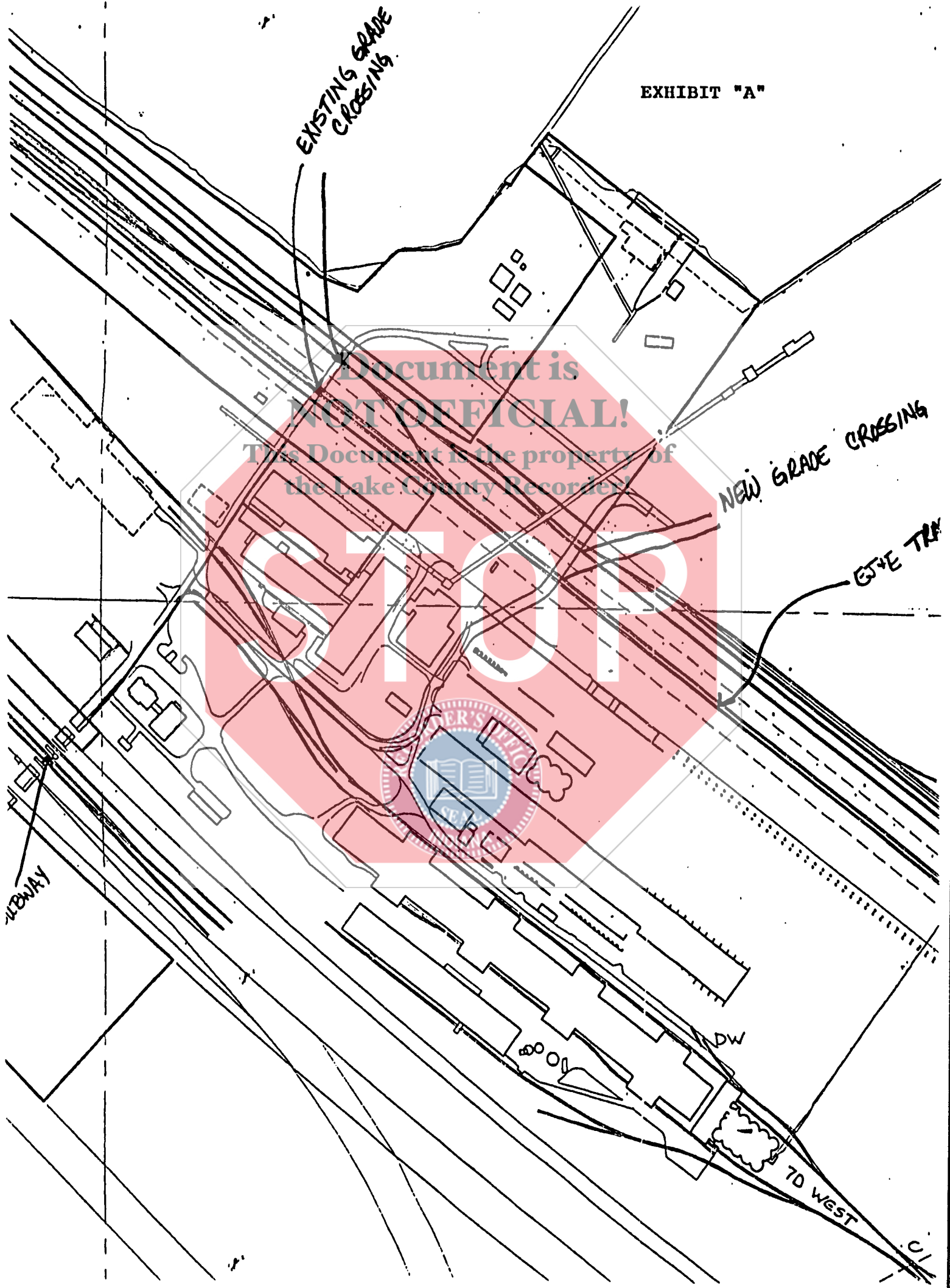
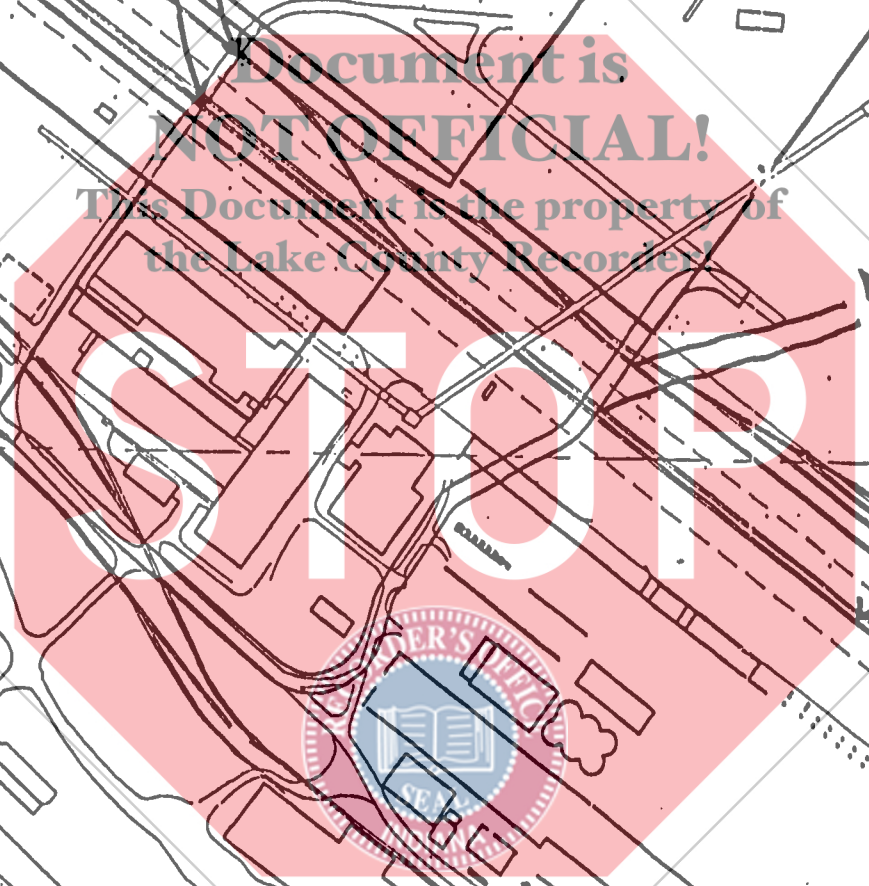


EXHIBIT B

Legal Description of Lehigh Crossing

A strip of land thirty feet wide, lying fifteen feet each side of a centerline located in the Southeast Quarter of Section 23 and the Northeast Quarter of Section 26, Township 37 North, Range 9 West of the Second Principal Meridian, in the City of Gary, Lake County, Indiana, more particularly described as follows:

Commencing at the southerly corner of a parcel of land described as Parcel 4 in Exhibit A of Lake County Document 96052358; thence South 54°06'39" East along the southwesterly line of said Parcel and the southwesterly line of the Fourth Parcel described in Lake County Deed Record 282, Page 248 a distance of 334.06 feet to the centerline of a paved roadway and the Point of Beginning of this description;

thence North 59°06'08" East a distance of 48.87 feet;

thence North 42°00'05" East a distance of 256.55 feet to a point on the northeasterly line of the railroad right-of-way described in Lake County Deed Record 117, Page 10 and Deed Record 432, Page 553, Article I, said point being the Point of Ending of this description, said strip containing 0.210 acres, more or less.



EXHIBIT C

Legal Description of Project Site

DESCRIPTION PARCEL 1

A parcel of land in the Southeast Quarter of Fractional Section 23, the Southwest Quarter of Fractional Section 24, the Northwest Quarter of Fractional Section 25, and the Northeast Quarter of Section 26, Township 37 North, Range 9 West of the Second Principal Meridian, in the City of Gary, Lake County, Indiana, said parcel consisting of a part of those lands conveyed to Lehigh Portland Cement Company as recorded in Lake County Document 707259, said parcel being more particularly described as follows:

Commencing at a capped iron rod at the Southwest corner of the Northwest Quarter of said Section 23; thence North $00^{\circ}23'05''$ West (said bearing being relative to the Indiana State Plane Coordinate System West Zone, NAD83), 492.62 feet to the Northeasterly right-of-way line of the Elgin, Joliet & Eastern Railway Company (formerly the Indiana Harbor Railroad Company) as recorded in Lake County Deed Record 117, Page 10; thence South $46^{\circ}59'40''$ East, 228.30 feet along said Northeasterly right-of-way line; thence 1404.64 feet along an arc on said Northeasterly right-of-way line, said arc being convex to the Southwest, having radius of 11309.20 feet, and subtended by a long chord bearing South $50^{\circ}33'09''$ East, 1403.74 feet; thence South $54^{\circ}06'39''$ East, 2971.64 feet along said Northeasterly right-of-way line to the Southerly corner of Parcel 1 conveyed to Buffington Harbor Riverboats, L.L.C. as recorded in Lake County Document 95067683, said corner being the POINT OF BEGINNING of this description;

- 1) thence North $35^{\circ}53'21''$ East, 626.90 feet along the Southeasterly line of said Parcel 1;
- 2) thence North $54^{\circ}06'39''$ West, 289.37 feet along a Northeasterly line of said Parcel 1 to a Northwesterly line of a parcel of patented land recorded in Lake County Deed Record 392, Page 312;
- 3) thence North $35^{\circ}53'21''$ East, 127.20 feet along a Northwesterly line of said patented land to the Northwest corner of a parcel of patented land recorded in Lake County Deed Record 473, Page 29;
- 4) thence South $54^{\circ}06'39''$ East, 700.00 feet along the Northeasterly line of said patented land to the Easterly corner of said land;
- 5) thence North $55^{\circ}53'21''$ East, 1755.89 feet to the Northerly corner of patented land as recorded in Lake County Deed Record 392, Page 12;
- 6) thence South $34^{\circ}06'39''$ East, 105.25 feet along the Northeasterly line of said patented land to the Northeasterly line of parcel G-1 conveyed to Marblehead Lime Company as recorded in Lake County Document 91065414.
- 7) thence South $63^{\circ}50'37''$ West, 61.96 feet along the Northwesterly line of said parcel;
- 8) thence South $34^{\circ}08'14''$ East 1160.29 feet along a Southwesterly line of said parcel;
- 9) thence South $32^{\circ}44'01''$ West, 198.96 feet along a Westerly line of said parcel;

- 10) thence South 55°34'16" West 402.27 feet along a Northwesterly line of said parcel;
- 11) thence South 34°48'19" East 562.17 feet along a Southwesterly line of said parcel;
- 12) thence South 35°28'01" West, 106.16 feet along a Northwesterly line of said parcel;
- 13) thence South 69°27'32" East, 80.97 feet along a Southwesterly line of said parcel to the Northwesterly line of land conveyed to Northern Indiana Public Service Company as recorded in Lake County Deed Record 973, Page 505;
- 14) thence South 35°53'21" West, 984.02 feet along said Northwesterly line to the Northerly corner of parcel G-3 conveyed to Marblehead Lime Company as recorded in Lake County Document 91065414;
- 15) thence continuing South 35°53'21" West, 85.00 feet along the Northwesterly line of said parcel to the Northeasterly right-of-way line of the E.J. & E. Railway as recorded in Lake County Deed Record 117, Page 10;
- 16) thence North 54°06'39" West, 539.09 feet along said right-of-way to the West line of said Section 25;
- 17) thence continuing North 54°06'39" West, 2117.34 feet along said right-of-way line to the POINT OF BEGINNING, containing 98.689 acres, more or less;

Excluding therefrom, a parcel of land described as Parcel G-2 in Lake County Document 91065414, said exclusion being more particularly described as follows:

Commencing at a rail monument at the Southwest corner of the Northwest Quarter of said Section 25; thence North 00°52'39" West along the West line of said Section 25, a distance of 1868.43 feet to the Northeasterly right-of-way of said Elgin, Joliet, and Eastern Railway Company; thence South 54°06'39" East along said Northeasterly right-of-way line, 539.09 feet; thence North 35°53'21" East, 85.00 feet; thence continuing North 35°53'21" East, 984.02 feet; thence North 69°27'32" West, 80.97 feet; thence North 29°45'28" East, 755.30 (755.22 feet measured); thence North 34°08'14" West, 974.99 feet (962.34 feet measured); thence South 55°51'46" West, 57.00 feet to the POINT OF BEGINNING;

- E1) thence South 55°47'24" West, 31.99 feet;
- E2) thence South 55°41'21" West, 137.64 feet;
- E3) thence North 62°05'20" West, 63.63 feet;
- E4) thence South 83°56'18" West, 213.78 feet;
- E5) thence North 73°24'52" West, 199.25 feet;
- E6) thence North 34°07'05" West, 268.74 feet (268.94 feet measured);
- E7) thence North 55°53'21" East, 514.90 feet (514.15 feet measured) parallel with and 47.00 feet distant from the Buffington Harbor dock wall;
- E8) thence South 34°08'14" East, 579.31 feet parallel with and 57.00 feet distant from a Southwesterly line of Parcel G-1 as recorded in Lake County Document 91065414, to the POINT OF BEGINNING, said exception containing 5.687 acres, more or less, for a total remaining acreage of 93.002 acres, more or less.

DESCRIPTION
PARCEL 2

A parcel of land in the Southeast Quarter of Fractional Section 23, the North Half of Section 26, and the West Half of Fractional Section 25, Township 37 North, Range 9 West of the Second Principal Meridian, in the City of Gary, Lake County, Indiana, (said parcel consisting of a part of the Thirty-three Acre Parcel and a part of the Second Parcel as described in Lake County Deed Record 308, Page 22), being more particularly described as follows:

Commencing at a capped iron rod at the Southwest corner of the Northwest Quarter of said Section 23; thence North $00^{\circ}23'05''$ West (said bearing being relative to the Indiana State Plane Coordinate System West Zone, NAD83), 79.78 feet along the West line of said Section to the Southwesterly corner of Parcel 2 conveyed to Buffington Harbor River Boats, L.L.C. as described in Lake County Document 95067683; thence South $32^{\circ}06'05''$ East, 1079.86 feet along Southwesterly line of said Parcel 2; thence South $40^{\circ}16'57''$ East, 738.04 feet along said Southwesterly line; thence along said Southwesterly line 565.04 feet along a curve to the left having a radius of 17088.80 feet and subtended by a long chord bearing South $41^{\circ}13'47''$ East, 565.02 feet; thence South $43^{\circ}05'41''$ West 7.87 feet along a Northwesterly line of said Parcel 2 to a corner of said parcel, (said corner being the point of beginning of said Thirty-three Acre Parcel); thence South $46^{\circ}54'19''$ East 1691.49 feet along the Southwesterly line of said Parcel 2 to a corner of said parcel, said corner being the POINT OF BEGINNING of this description;

- 1) thence North $43^{\circ}27'47''$ East, 102.53 feet along the Southeasterly line of said Parcel 2;
- 2) thence North $36^{\circ}30'36''$ East, 207.34 feet along said Southeasterly line;
- 3) thence North $34^{\circ}13'33''$ East, 186.02 feet along said line;
- 4) thence North $30^{\circ}46'03''$ East, 203.32 feet along said line;
- 5) thence North $36^{\circ}00'21''$ East, 185.08 feet along said line to the Southwesterly line of the former Chicago Lake Shore & Eastern Railway Company as recorded in Lake County Deed Record 282, Page 248, Fourth Parcel;
- 6) thence South $54^{\circ}06'39''$ East, 2730.42 feet along said Southwesterly line to the East line of said Section 26;
- 7) thence South $00^{\circ}52'39''$ East, 31.21 feet along said Section line to the Southwesterly line of the Elgin, Joliet and Eastern Railway Company (formerly the Chicago Lake shore & Eastern Railway Company) as recorded in Lake County Deed Record 282, Page 248, Third Parcel;
- 8) thence South $54^{\circ}06'39''$ East, 1929.25 feet along said Southwesterly line to an iron rail at a corner of said Third Parcel;
- 9) thence South $00^{\circ}52'39''$ East, 398.64 feet along a Westerly line of said Third Parcel to an iron rail at a corner of said parcel;
- 10) thence North $60^{\circ}34'39''$ West, 1790.00 feet to an iron rail at a corner of said Third parcel on the East line of said Section 26;
- 11) thence South $00^{\circ}52'39''$ East, 489.61 feet along said Section line to the Northeasterly line of the Elgin, Joliet and Eastern Railway Company (formerly the Chicago Lakeshore & Eastern Railway Company) as recorded in Lake County Deed Record 282, Page 248, Second Parcel;

- 12) thence along the Northeasterly line of said Second Parcel 2692.61 feet along the arc of a curve to the right having a radius of 17108.80 feet and subtended by a long chord bearing North 54°54'09" West, 2689.83 feet to the Southeasterly corner of said Thirty-three Acre Parcel;
- 13) thence North 46°54'19" West, 740.26 feet along the Northeasterly line of said Second Parcel to the POINT OF BEGINNING. containing 87.860 acres, more or less.

DESCRIPTION
PARCEL 3

A parcel of land in the Southwest Quarter of Section 25, Township 37 North, Range 9 West of the Second Principal Meridian, in the City of Gary, Lake County, Indiana, said parcel having been conveyed from Gary Land Company to Universal Atlas Cement Company as recorded in Lake County Deed Record 658, Page 271, Parcel 1, said parcel being more particularly described as follows:

Commencing at an iron rail monument at the Northwest corner of the Southwest Quarter of said Section 25, thence South 00°52'39" East (Indiana State Plane NAD83 grid bearing) a distance of 634.21 feet to the southerly line of the right-of-way conveyed by Gary Land Company to Baltimore and Ohio Chicago Terminal Railroad Company (now CSX Railroad) as recorded in Lake County Deed Record Book 437, Page 298; thence South 88° 40'09" East along said southerly line a distance of 1254.10 feet to the southerly line of the 100 foot right-of-way conveyed by Gary Land Company to Baltimore and Ohio and Chicago Railroad Company (now CSX Railroad) as recorded in Lake County Deed Record Book 221, Page 4; thence South 64°25'16" East along said southerly line a distance of 296.23 feet to a point where said southerly line intersects the westerly line of the 150 foot right-of-way conveyed by Gary Land Company to Chicago, Lake Shore and Eastern Railway Company (now Elgin, Joliet and Eastern Railway Company) as recorded in Lake County Deed Record 179, Page 350, said point being the POINT OF BEGINNING of this description;

thence South 59°58'44" West along the westerly line of said 150 foot right-of-way a distance of 647.00 feet to the northerly line of the 100 foot right-of-way conveyed by George T. Cline to the Wabash Railroad Company as recorded in Lake County Deed Record Book 68, Pages 139 to 142;

thence North 43°34'57" West along said northerly line a distance of 4.89 feet to a point of tangent curve;

thence 845.11 feet along a curve to the left on said northerly line, said curve having a radius of 1977.00 feet and subtended by a long chord bearing North 55°49'43" West, a distance of 838.69 feet to a point on the southerly line of the right-of-way conveyed to Baltimore and Ohio Chicago Terminal Railroad (now CSX Railroad) as recorded in Lake County Deed Record Book 437, Page 298;

thence South 88°40'09" East along said southerly line a distance of 780 feet (801.34 feet measured) to the westerly corner of a triangular parcel containing 0.265 acres which was conveyed by Gary Land Company to Baltimore and Ohio and Chicago Railroad Company (now CSX Railroad) as recorded in Lake County Deed Record Book 221, Page 4;

thence South 73°50'00" East along the southerly line of said 0.265 acre parcel, a distance of 475.13 feet to the POINT OF BEGINNING, containing 6.173 acres, more or less.

