

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018  
847 318-7575



May 21, 1997

Surface Transportation Board  
Attn: Jan Fort  
1925 K Street, N.W.  
Room 704  
Washington, D.C. 20423-0001

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated January 30, 1996<sup>7</sup>, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Gateway Western Railway Company  
8 Pemford Place  
Liberty, MO 64068

A description of the railroad equipment covered by the enclosed document is set forth on Schedule I attached to such Memorandum.

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

Very truly yours,

Bob Hamilton  
Director-Documentation

RECORDATION NO. 20690 FILED

MAY 22 '97 10-42 AM

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
MAY 22 10 42 AM '97

RECORDATION NO. 20690 FILED

MAY 22 '97

10-42 AM

Memorandum of Lease

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 30th day of January, 1997, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Gateway Western Railway Company ("Lessee"), a Illinois corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of January 30, 1997, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]

Name: JOHN J. THOMAS

Title: PRESIDENT

By: [Signature]

Name: Michelle Berg

Title: Office Manager

Executed on this 12 day of May, 1997.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Cook

I, Michelle Berg, a Notary Public in and for said state and county, certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12 day of May, 1997.

Michelle Berg  
Notary Public

My Commission Expires:



LESSEE:

GATEWAY WESTERN RAILWAY COMPANY

ATTEST:

By: SR Adams

Name: Scott R. Adams

Title: RSM

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this 5<sup>th</sup> day of May, 1997.

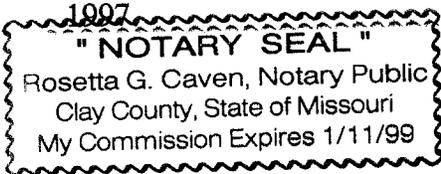
[CORPORATE SEAL]

STATE OF Missouri

COUNTY OF CLAY

I, ROSETTA G. CAVEN, a Notary Public in and for said state and county, certify that SCOTT R. ADAMS personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

WITNESS my hand and official stamp or seal, this 5<sup>th</sup> day of MAY, 1997.



Rosetta G. Caven  
Notary Public

My Commission Expires:

1/11/99  
(Notary Public)

**EXHIBIT A**  
**to**  
**Memorandum of Lease**

**DESCRIPTION OF RAILCARS**

<b>GWWR 3000</b>	<b>GWWR 3016</b>
<b>GWWR 3001</b>	<b>GWWR 3017</b>
<b>GWWR 3002</b>	<b>GWWR 3018</b>
<b>GWWR 3003</b>	<b>GWWR 3119</b>
<b>GWWR 3004</b>	<b>GWWR 3120</b>
<b>GWWR 3005</b>	<b>GWWR 3021</b>
<b>GWWR 3006</b>	<b>GWWR 3022</b>
<b>GWWR 3007</b>	<b>GWWR 3023</b>
<b>GWWR 3108</b>	<b>GWWR 3024</b>
<b>GWWR 3009</b>	
<b>GWWR 3010</b>	
<b>GWWR 3011</b>	
<b>GWWR 3012</b>	
<b>GWWR 3113</b>	
<b>GWWR 3014</b>	
<b>GWWR 3015</b>	