

First Union Rail Corporation

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

RECORDATION NO. 20782 FILED

JUL 22 '97 10-47 AM



July 9, 1997

VIA FEDERAL EXPRESS

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

RECEIVED
SURFACE TRANSPORTATION
BOARD
JUL 22 10 47 AM '97

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 February 17, 1996, 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: South Carolina Public Service Authority
One Riverwood Drive
Moncks Corner, SC 29461-2901

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as 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

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Memorandum of Lease

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 17th day of February, 1997, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and South Carolina Public Service Authority, a body corporate and politic owned by and operating under the laws of the state of South Carolina ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of February 17, 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: John J. Thomas
Name: John J. Thomas
Title: PRESIDENT

By: Robert C. Hamilton Jr.
Name: Robert C. Hamilton Jr.
Title: Director of Documentation

Executed on this 10th day of June, 1997.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Cook

I, Robert C. Hamilton Jr., 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 10th day of June, 1997.

Robert C. Hamilton Jr.
Notary Public

My Commission Expires:

6/8/2000
(Notary Public)



LESSEE:

SOUTH CAROLINA PUBLIC
SERVICE AUTHORITY

ATTEST:

By: *D. L. Wright*

Name: D. L. WRIGHT

Title: Manager, Procurement

By: *P. C. Roney*

Name: P. C. Roney

Title: Director, Fuel Planning & Supply

Executed on this 7 day of April, 1997.

[CORPORATE SEAL]

STATE OF South Carolina

COUNTY OF Berkeley

I, Kathryn S. Scott, a Notary Public in and for said state and county, certify that D. L. Wright 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 7th day of April, 1997.

Kathryn S. Scott
Notary Public

My Commission Expires: 10/03/2000

(Notary Public)

CARINIT	CARNUM	CARTYPE	ASSIGNMENT
XTRX	009100	J311	SCPS001 ✓
XTRX	009101	J311	SCPS001 ✓
XTRX	009102	J311	SCPS001 ✓
XTRX	009103	J311	SCPS001 ✓
XTRX	009105	J311	SCPS001 ✓
XTRX	009107	J311	SCPS001 ✓
XTRX	009110	J311	SCPS001 ✓
XTRX	009111	J311	SCPS001 ✓
XTRX	009112	J311	SCPS001 ✓
XTRX	009113	J311	SCPS001 ✓
XTRX	009114	J311	SCPS001 ✓
XTRX	009115	J311	SCPS001 ✓
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XTRX	009157	J311	SCPS001 ✓
XTRX	009158	J311	SCPS001 ✓
XTRX	009159	J311	SCPS001 ✓
XTRX	009160	J311	SCPS001 ✓

CARINIT	CARNUM	CARTYPE	ASSIGNMENT
XTRX	009161	J311	SCPS001
XTRX	009164	J311	SCPS001
XTRX	009165	J311	SCPS001
XTRX	009166	J311	SCPS001
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XTRX	009212	J311	SCPS001
XTRX	009213	J311	SCPS001
XTRX	009214	J311	SCPS001
XTRX	009215	J311	SCPS001
XTRX	009216	J311	SCPS001
XTRX	009217	J311	SCPS001
XTRX	009218	J311	SCPS001

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