

**First Union Rail Corporation**

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

RECORDATION NO. 20874 FILED

SEP 17 '97

10-13 AM

September 16, 1997



**VIA FEDERAL EXPRESS**

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

SEP 17 10 10 AM '97  
RECEIVED  
SURFACE TRANSPORTATION  
BOARD

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 November 25, 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: The Kingsford Manufacturing Company  
10400 Linn Station Road  
Louisville, KY 40223

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,

Kathy Dombrowski  
Manager-Documentation

Enclosures

KING001

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Memorandum of Lease

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 25th day of November, 1996, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and The Kingsford Manufacturing Company ("Lessee"), a wholly owned indirect subsidiary of The Clorox Company, a Delaware corporation.

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of November 25, 1996, 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:

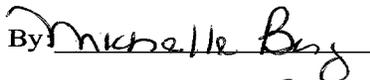
FIRST UNION RAIL CORPORATION

ATTEST:

By: 

Name: JACK THOMAS  
President

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

By: 

Name: Michelle Berg

Title: OFFICE MANAGER

[CORPORATE SEAL]

Executed on this 12 day of August, 1997.

STATE OF Illinois

COUNTY OF Cook

I, Michelle Berg, a Notary Public of the County and State aforesaid, 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 August, 1997.

Michelle Berg  
Notary Public

My Commission Expires:



LESSEE:

THE KINGSFORD MANUFACTURING COMPANY

ATTEST:

By: A. J. Jacobs

Name: A. J. JACORS

Title: PURCHASING MANAGER

By: Vanessa J. Murphy

Name: Vanessa J. Murphy

Title: Notary Public

Executed on this 8 day of August, 1997.

[CORPORATE SEAL]

STATE OF Kentucky

COUNTY OF Jefferson

I, Vanessa J. Murphy, a Notary Public of the County and State aforesaid, certify that A. J. Jacobs personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

1997. WITNESS my hand and official stamp or seal, this 8 day of August,

Vanessa J. Murphy  
Notary Public

My Commission Expires:  
Notary Public, Jefferson County, KY  
My commission expires June 30, 2000

(Notary Public)

# EXHIBIT A

alec001

6/24/97

CARINIT	CARNUM	CARTYPE	IND	ASSIGNMENT
FURX	850900	C114	C	KING001
FURX	850901	C114	C	KING001
FURX	850902	C114	C	KING001
FURX	850903	C114	C	KING001
FURX	850904	C114	C	KING001
FURX	850905	C114	C	KING001
FURX	850906	C114	C	KING001
FURX	850907	C114	C	KING001
FURX	850908	C114	C	KING001
FURX	850909	C114	C	KING001
FURX	850910	C114	C	KING001
FURX	850911	C114	C	KING001
FURX	850912	C114	C	KING001
FURX	850913	C114	C	KING001
FURX	850914	C114	C	KING001