

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575  
Fax 847 318-7588

RECORDATION NO. 20967 FILED

OCT 28 '97 10-29 AM



October 23, 1997

**VIA FEDERAL EXPRESS**

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 June 9, 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: West Tennessee Railroad Corporation  
11 East Church Street  
Sea Bright, NJ 07760

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

(WTNN002)

WTNN002

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Memorandum of Lease

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 9<sup>th</sup> day of June, 1996, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and West Tennessee Railroad Corp. ("Lessee"), a Tennessee 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 June 9, 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: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Vice President Sales & Marketing

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

By: Robert C. Hamilton

Name: ROBERT C. HAMILTON

Title: DIRECTOR - DOCUMENTATION Executed on this 27<sup>th</sup> day of September, 1997.

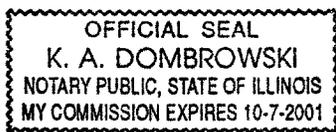
[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, K. A. DOMBROWSKI, a Notary Public in and for said state and county, certify that RICHARD F. SEYMOUR 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 29<sup>th</sup> day of September, 1997.



K. A. Dombrowski  
Notary Public

My Commission Expires:

10/7/2001  
(Notary Public)

LESSEE:

WEST TENNESSEE RAILROAD CORPORATION

ATTEST:

By: B G Honorst

Name: B G HONORST

Title: PRESIDENT

By: Dzintra L. Brush

Name: Dzintra L. Brush

Title: Prog Admin

Executed on this 17 day of Sept, 1997.

[CORPORATE SEAL]

STATE OF New Jersey

COUNTY OF Monmouth

I, Dzintra L. Brush, a Notary Public in and for said state and county, certify that B G Honorst 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 17 day of September, 1997.

Dzintra L. Brush  
Notary Public

My Commission Expires:

~~SEPTEMBER 15, 1998~~  
~~NOTARY PUBLIC STATE OF NEW JERSEY~~  
~~BY COMMISSION EXPIRES SEPTEMBER 15, 1998~~  
(Notary Public)

# Exhibit A

alec001

7/10/97

| CARINIT | CARNUM | CARTYPE | ASSIGNMENT |
|---------|--------|---------|------------|
| UMP     | 010509 | C113    | WTNN002    |
| UMP     | 010513 | C113    | WTNN002    |
| UMP     | 010515 | C113    | WTNN002    |
| UMP     | 010519 | C113    | WTNN002    |
| UMP     | 010520 | C113    | WTNN002    |
| UMP     | 010521 | C113    | WTNN002    |
| UMP     | 010523 | C113    | WTNN002    |
| UMP     | 010524 | C113    | WTNN002    |
| UMP     | 010526 | C113    | WTNN002    |
| UMP     | 010527 | C113    | WTNN002    |
| UMP     | 010528 | C113    | WTNN002    |
| UMP     | 010533 | C113    | WTNN002    |
| UMP     | 010535 | C113    | WTNN002    |
| UMP     | 010537 | C113    | WTNN002    |
| UMP     | 010538 | C113    | WTNN002    |
| UMP     | 010539 | C113    | WTNN002    |
| UMP     | 010540 | C113    | WTNN002    |
| UMP     | 010541 | C113    | WTNN002    |
| UMP     | 010543 | C113    | WTNN002    |
| UMP     | 010544 | C113    | WTNN002    |