

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 20968 FILED

OCT 28 '97 - 10-29AM



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 July 18, 1997, 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: Seaboard Trading and Shipping, Ltd.
9000 W. 67th Street
Shawnee Mission, KS 66201

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

(SBDC007/008/009)

ASSIGN: SBDC007/008/009

OCT 28 '97

10-29AM

Memorandum of Lease

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 18th day of July, 1997, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Seaboard Trading and Shipping, Ltd. ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of July 18, 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

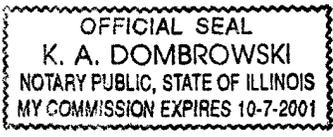
Title: DIRECTOR-DOCUMENTATION Executed on this 29th day of Sept., 1997.

[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 29th day of September, 1997.



K. A. Dombrowski
Notary Public

My Commission Expires:
10/7/2001
(Notary Public)

LESSEE:

SEABOARD TRADING AND SHIPPING, LTD.

ATTEST:

By: *Kevin Neilson*

Name: KEVIN NEILSON

By: *Gayle Bredeeman*

Title: VICE PRESIDENT OF TRADING

Name: GAYLE BREDEMAN

Title: TRANSPORTATION MANAGER Executed on this 22ND day of SEPT., 1997.

[CORPORATE SEAL]

STATE OF Kansas

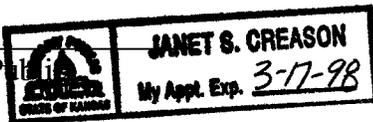
COUNTY OF Johnson

I, *Janet S. Creason*, a Notary Public in and for said state and county, certify that *Kevin Neilson* 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 22nd day of September, 1997.

Janet S. Creason
Notary Public

My Commission Expires:

(Notary Public) 

STATE OF Kansas

SBDC007

EXHIBIT A
to
Memorandum of Lease

GROX 2076
GROX 2090
GROX 2091
GROX 5000
GROX 5001
GROX 5002
GROX 5003
GROX 5005
GROX 5007
GROX 5015
GROX 5017
GROX 5018
GROX 5023
GROX 5026
GROX 5030
GROX 5031
GROX 5034
GROX 5036
GROX 5038
GROX 5040
GROX 5068
GROX 15010
~~GROX 15011~~ *Scrap #11*
GROX 15017

SBDC008

EXHIBIT A
to
Memorandum of Lease

GROX 5004
GROX 15035
GROX 15040
GROX 15051

EXHIBIT A
to
Memorandum of Lease

RUSX 25
RUSX 102
RUSX 104
RUSX 116
RUSX 117
RUSX 118
~~RUSX 147~~ *Rejected*
RUSX 249
RUSX 251
RUSX 2265
TGOX 2266
TGOX 2267
TGOX 2268
TGOX 2272