

**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. 20997 FILED

NOV 13 '97

10-11AM

November 12, 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 1, 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: AT&L Railroad Company  
P.O. Box 29  
Watonga, OK 73772

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  
(ATLT003)

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

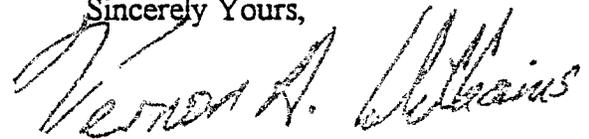
Kathy Dombrowski  
Manager-Documentation  
First Union Rail Corporation  
6250 River Road, Ste. 5000  
Rosemont, Illinois 60018-4214

DATE: 11/13/97

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301  
and 49 CFR 1177.3 (c), on 11/13/97 at 10:11AM, and  
assigned recordation number(s). 20988, 20989, 20990, 20991, 20992, 20993, 20994 and  
20995.

Sincerely Yours,

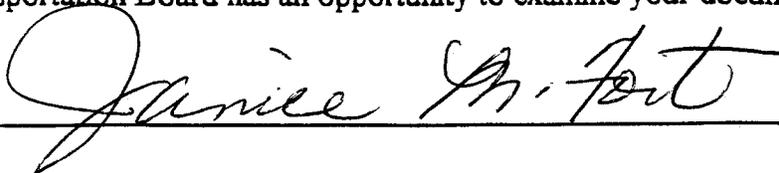


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 192.00 The amount indicated at the left has been received in payment of a fee in  
connection with a document filed on the date shown. This receipt is issued for the amount paid.  
In the event of an error or any questions concerning this fee, you will receive a notification after  
the Surface Transportation Board has an opportunity to examine your document.

Signature



ASSIGN: ATLT003

RECORDATION NO. 20992 FILED  
NOV 13 '97 10-11AM

Memorandum of Lease

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1<sup>st</sup> day of July, 1997, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and AT&L Railway Company ("Lessee").

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 July 1, 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: ROBERT C. HAMILTON

Title: DIRECTOR - DOCUMENTATION Executed on this 29<sup>th</sup> day of Oct., 1997.

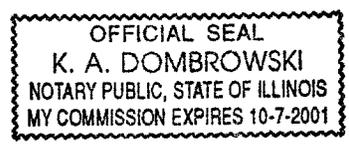
[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

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



K. A. Dombrowski  
Notary Public

My Commission Expires:

10/7/2001  
(Notary Public)

LESSEE:

AT&L RAILWAY COMPANY

ATTEST:

By: [Signature]

Name: S. Steven Smola

Title: President

By: Richard N. Cowan

Name: Richard N. Cowan

Title: Secretary - Treasurer

Executed on this 16 day of October, 1997.

SEE ATTACHED LETTER DATED 10-16-97  
CONCERNING CAR DELIVERY

[Signature]

[CORPORATE SEAL]

STATE OF Oklahoma

COUNTY OF Blaine

I, Jane McCrary, a Notary Public in and for said state and county, certify that S. Steven Smola 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 16th day of October, 1997.

Jane McCrary  
Notary Public

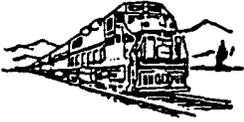
My Commission Expires:

7-19-2001  
(Notary Public)

EXHIBIT A  
to  
Memorandum of Lease

Fifty (50) Covered Hopper Railcars

|      |        |     |        |
|------|--------|-----|--------|
| NOKL | 826407 | UMP | 1074   |
| NOKL | 826408 | UMP | 1075   |
| NOKL | 826409 | UMP | 1076   |
| NOKL | 826504 | UMP | 1077   |
| NOKL | 826505 | UMP | 1078   |
| NOKL | 826506 | UMP | 1079   |
| UMP  | 1051   | UMP | 1080   |
| UMP  | 1052   | UMP | 1081   |
| UMP  | 1053   | UMP | 1082   |
| UMP  | 1054   | UMP | 1083   |
| UMP  | 1055   | UMP | 1085   |
| UMP  | 1056   | UMP | 1086   |
| UMP  | 1057   | UMP | 1087   |
| UMP  | 1058   | UMP | 1089   |
| UMP  | 1060   | UMP | 1090   |
| UMP  | 1061   | UMP | 1092   |
| UMP  | 1063   | UMP | 1093   |
| UMP  | 1064   | UMP | 1094   |
| UMP  | 1065   | UMP | 1095   |
| UMP  | 1066   | UMP | 1096   |
| UMP  | 1068   | UMP | 1097   |
| UMP  | 1069   | UMP | 1098   |
| UMP  | 1071   | UMP | 1099   |
| UMP  | 1072   | UMP | 1100   |
| UMP  | 1073   | UMP | 482628 |



## AT&L RAILROAD CO.

2nd STREET & NASH BLVD.

P.O. BOX 29

WATONGA, OKLAHOMA 73772

PHONE (405) 623-5477

FAX (405) 623-2686



MEMBER

October 16, 1997

Kathy Dombrowski  
Manager  
First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

Re: First Union Rail Corporation & AT&L Railroad Co.  
Master Lease Agreement (July 1, 1997) & Rider #2

Dear Ms Dombrowski:

Enclosed find the executed Memorandums of Lease Agreements  
in connection with Rider No. 2.

I do have one concern about delivery of the fifty cars,  
which was to be made by October 1st. According to our  
records, we received only thirty-two cars by that date. To  
date we still have not received all fifty cars. Since  
October 1st, we have received eight cars and are still  
anticipating delivery of the last ten cars. See attached  
exhibit for car numbers.

If you have any questions, please don't hesitate to  
contact me at the above address.

Sincerely,

S. Steven Smola  
President

*"The Wheat Line Railroad"*

(CONNECTING WITH THE UNION PACIFIC RR AT EL RENO, OK.)

SERVING: WATONGA, GREENFIELD, GEARY, CALUMET AND BRIDGEPORT, OKLAHOMA