

**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 21181 FILED

JAN 27 '98

11-44 AM

**FIRST  
UNION**

**VIA FEDERAL EXPRESS**

January 26, 1998

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 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: CSX Transportation, Inc.  
500 Water Street  
Jacksonville, FL 32202

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

(CSXT009)

ASSIGN: CSXT009

MEMORANDUM OF LEASE

JAN 27 '98

11-44 AM

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of June, 1997, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CSX Transportation, Inc., a Virginia corporation ("Lessee").

WITNESSETH:

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

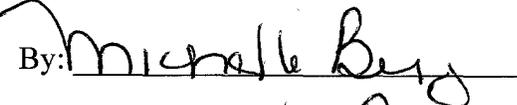
FIRST UNION RAIL CORPORATION

By: 

Name: JACK THOMAS

Title: President

ATTEST:

By: 

Name: Michelle Berg

Title: Office Manager

Executed on this 22 day of January, 1998.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF COOK

I, Michelle Berg, 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 22 day of January, 1998

Michelle Berg  
Notary Public

My Commission Expires:



LESSEE:

CSX TRANSPORTATION, INC.

By: \_\_\_\_\_

Name: \_\_\_\_\_

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

ASSISTANT TREASURER

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

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

[CORPORATE SEAL]

STATE OF \_\_\_\_\_

Florida

COUNTY OF \_\_\_\_\_

Deval

I, Howard Michael Lee, a Notary Public in and for said state and county, certify that John P. Eccleston personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

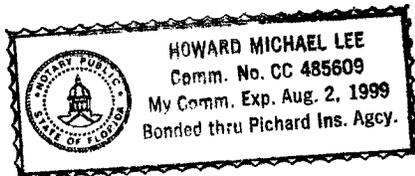
WITNESS my hand and official stamp or seal, this 13<sup>th</sup> day of JANUARY, 1998.

Howard Michael Lee

Notary Public

My Commission Expires: Aug. 2, 1999

\_\_\_\_\_  
(Notary Public)



**EXHIBIT A**  
**to**  
**Memorandum of Lease**

**Twenty-eight (28) Plate F Box Cars**

**Car Numbers**

**CSXT 151025**  
**CSXT 151031**  
**CSXT 151035**  
**CSXT 151047**  
**CSXT 151049**  
**CSXT 151051**  
**CSXT 151053**  
**CSXT 151059**  
**CSXT 151065**  
**CSXT 151067**  
**CSXT 151078**  
**CSXT 151092**  
**CSXT 151095**  
**CSXT 151101**  
**CSXT 151105**  
**CSXT 151115**  
**CSXT 151118**  
**CSXT 151120**  
**CSXT 151136**  
**CSXT 151137**  
**CSXT 151139**  
**CSXT 151140**  
**CSXT 151142**  
**CSXT 151151**  
**CSXT 151154**  
**CSXT 151160**  
**CSXT 151172**  
**CSXT 151173**