

First Union Rail Corporation

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

April 2, 1998

RECORDATION NO. 21341

FILED

APR 17 '98

12-50 PM

**FIRST
UNION®**

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 December 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: Vulcan Materials Company
One Metroplex Drive
Birmingham, AL 35209

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
(VULC001)

EXHIBIT A
to
RIDER NO. 1

RECORDATION NO. 2134 FILED
APR 17 '98 12-50 PM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of DECEMBER, 1997, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Vulcan Materials Company ("Lessee"), a New Jersey corporation.

WITNESSETH:

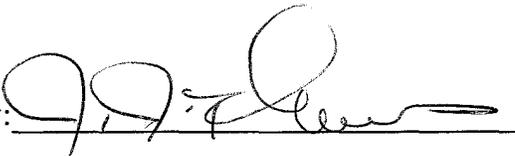
The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of December 1st, 1997, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached hereto, effective as of the date set forth above and subject to the 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:

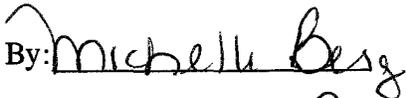
FIRST UNION RAIL CORPORATION

ATTEST:

By: 

Name: JACK THOMAS
President

Title: _____

By: 

Name: Michelle Berg

Title: Office Manager

Executed on this 4 day of February, 1998.

[CORPORATE SEAL]

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 4th day of February, 1998.

Michelle Berg
Notary Public

My Commission Expires:



LESSEE:

VULCAN MATERIALS COMPANY

ATTEST:

By: [Signature]

Name: Perry W. Donahoo

By: P. D. Davis

Title: President - Southern Division

Name: Phyllis D. Davis

Title: Controller - Southern Div. Executed on this 23rd day of January, 1998.

[CORPORATE SEAL]

STATE OF Alabama

COUNTY OF Jefferson

I, Asherah M. Chapman, a Notary Public of the County and State aforesaid, certify that Perry W. Donahoo 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 23rd day of January, 1998.

Asherah M. Chapman
Notary Public

My Commission Expires:

10/1/99
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

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