(6)

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. 21342 FILED

APR 17 '98 12-50 PM

April 2, 1998

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 19, 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: Elgin, Joliet & Eastern Railway Company
135 Jamison Lane
Monroeville, PA 15146

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
(EJE006)

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ASSIGN: EJE006

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 19th day of December, 1997, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Elgin, Joliet and Eastern Railway Company, a Delaware corporation ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of December 19, 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: J. Thomas

Name: JACK THOMAS

Title: President

ATTEST:

By: Michelle Berg

Name: Michelle Berg

Title: Office Manager

Executed on this 13 day of February, 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 13 day of February, 1998.

Michelle Berg
Notary Public

My Commission Expires:

(Notary Public)

OFFICIAL SEAL
MICHELLE BERG
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES:07/18/98

LESSEE:

ELGIN, JOLIET AND EASTERN
RAILWAY COMPANY

By: _____

Name: Vice President-Operations

Title: VICE PRESIDENT-OPERATIONS

ATTEST:

By: _____

Name: Maria A. Sandala

Title: Attorney & Assistant Secretary

Executed on this 4ty day of February, 1998.

[CORPORATE SEAL]

STATE OF Pennsylvania

COUNTY OF Allegheny

I, Patricia L. Kirk, a Notary Public in and for said state and county, certify that F.J. Habic 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.

_____
Notary Public

My Commission Expires:

July 13, 2000
(Notary Public)

Notarial Seal
Patricia L. Kirk, Notary Public
Monroeville Boro, Allegheny County
My Commission Expires July 13, 2000

EXHIBIT A
to
Memorandum of Lease

Ninety-five (95) 100-ton Flat Cars

Car Numbers

EJE	006200
EJE	006201
EJE	006202
EJE	006203
EJE	006204
EJE	006205
EJE	006207
EJE	006208
EJE	006209
EJE	006210
EJE	006211
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EJE	006214
EJE	006215
EJE	006216
EJE	006217
EJE	006218
EJE	006220
EJE	006221
EJE	006222
EJE	006223
EJE	006224
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EJE	006299