

First Union Rail Corporation

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

VIA FEDERAL EXPRESS



June 4, 1998

RECORDATION NO. 21451 FILED

JUN 5 '98 12-51 PM

Surface Transportation Board
Attn: Jan Fort
1925 K Street, N.W., Room 704
Washington, DC 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 5, 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 \$26.00 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.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulsky
Susan Grokulsky
Manager - Documents Administration

Enclosures

(CSXT005/006/007/008)

RECORDATION NO. 21451 FILED

ASSIGN: CSXT005/006/007/008

JUN 5 '98 12-51 PM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the day 5th of December 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 December 5, 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: [Signature]

Name: JACK THOMAS

Title: President

ATTEST:

By: [Signature]

Name: Michalk Berg

Title: Office Manager

Executed on this 1st day of June, 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 1st day of June, 1998.

Michelle Berg
Notary Public



LESSEE:

CSX TRANSPORTATION, INC.

By: [Signature]

Name: James Tiller

Title: Asst. Treasurer

ATTEST:

By: [Signature]

Name: JOYCE A. DOLAN

Title: Assistant Secretary

Executed on this 19 day of May 1998

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

I, Howard M. Lee, a Notary Public in and for said state and county, certify that James Tiller 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 19th day of May, 1998.

Howard M. Lee
Notary Public

My Commission Expires:

August 2, 1999
(Notary Public)

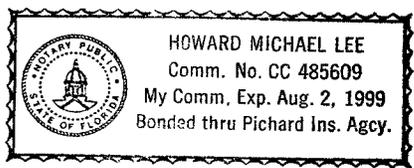


EXHIBIT A
to
Memorandum of Lease

Seventy-six (76) 60 ft. 100-Ton Boxcars

Car Numbers

CSXT005

CSXT	166630
CSXT	166631
CSXT	166632
CSXT	166633
CSXT	166634
CSXT	166635
CSXT	166636
CSXT	166637
CSXT	166638
CSXT	166639
Count:	10.00

CSXT007

CSXT	166665
CSXT	166666
CSXT	166667
CSXT	166668
CSXT	166669
CSXT	166670
CSXT	166671
CSXT	166672
CSXT	166673
CSXT	166674
CSXT	166675
CSXT	166676
CSXT	166677
CSXT	166678
CSXT	166679
CSXT	166680
CSXT	166681
CSXT	166682
CSXT	166683
CSXT	166684
Count:	20.00

CSXT008

CO	166659
CSXT	166640
CSXT	166641
CSXT	166642
CSXT	166643
CSXT	166644
CSXT	166645
CSXT	166646
CSXT	166647
CSXT	166648
CSXT	166649
CSXT	166650
CSXT	166651
CSXT	166652
CSXT	166653
CSXT	166654
CSXT	166655
CSXT	166656
CSXT	166657
CSXT	166658
CSXT	166660
CSXT	166661
CSXT	166662
CSXT	166664
Count:	24.00

CSXT006

CSXT	166685
CSXT	166686
CSXT	166687
CSXT	166689
CSXT	166690
CSXT	166691
CSXT	166692
CSXT	166693
CSXT	166694
CSXT	166695
CSXT	166696
CSXT	166697
CSXT	166698
CSXT	166699
CSXT	166700
CSXT	166701
CSXT	166702
CSXT	166703
CSXT	166704
CSXT	166705
CSXT	166706
CSXT	166707
Count:	22.00