

**First Union Rail Corporation**

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

VIA FEDERAL EXPRESS



August 14, 1998

RECORDATION NO. 21586 FILED

AUG 17 '98

1-41 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 May 1, 1998, 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 Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Massachusetts Central Railroad Corporation  
1 Wilbraham Street  
Palmer, MA 01069-9650

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  
Manager - Documents Administration

Enclosures

(MCER006)

RECORDATION NO. 21586 FILED

ASSIGN: MCER006

AUG 17 '98

1-41 PM

**Memorandum of Lease**

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of the 1<sup>st</sup> day of May, 1997, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Massachusetts Central Railroad Corporation ("Lessee").

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of May 1<sup>st</sup>, 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 Agreement.

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: J. J. Thomas

Name: JOHN J. THOMAS

Title: PRESIDENT

By: K. A. Dombrowski

Name: K. A. DOMBROWSKI

Title: MANAGER-DOCUMENTATION Executed on this 13<sup>th</sup> day of July, 1998.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public in and for said state and county, certify that J. 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<sup>th</sup> day of July, 1998.

Susan Grokulska  
Notary Public

My Commission Expires:

8-14-2000  
(Notary Public)



LESSEE:

MASSACHUSETTS CENTRAL RAILROAD CORPORATION

ATTEST:

By: [Signature]

Name: GARY A. HOEPPER

Title: VP/CFO

By: [Signature]

Name: Kathleen M. Armentes

Title: Clerk

Executed on this 1st day of July, 1998.

[CORPORATE SEAL]

STATE OF Massachusetts

COUNTY OF Hampden

I, Jewel Kumpulanian, a Notary Public in and for said state and county, certify that Gary A. Hoepper 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 6th day of July, 1998.

JEWEL KUMPULANIAN  
Notary Public  
My Commission Expires October 26, 2002

[Signature]  
Notary Public

My Commission Expires:

Oct 26, 2002  
(Notary Public)