

**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. 21587 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 12, 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: Joseph E. Seagram & Sons, Inc.  
3 Gannett Drive  
White Plains, NY 10604

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

(SEAG004)

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EXHIBIT A  
to  
RIDER NO. 1

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 12<sup>th</sup> day of May, 1998, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and JOSEPH E. SEAGRAM & SONS, INC. ("Lessee"), a Indiana corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of May 12<sup>th</sup>, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 12<sup>th</sup>, 1998 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

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: K.A. Dombrowski  
Name: K.A. DOMBROWSKI  
Title: MANAGER - DOCUMENTATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing  
Executed on this 20<sup>th</sup> day of July, 1998.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR 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 20<sup>th</sup> day of July, 19    .

Susan Grokulsy  
Notary Public

My Commission Expires:

8-14-2000  
(Notary Public)



LESSEE:

JOSEPH E. SEAGRAM & SONS, INC.

ATTEST:

By: *Catherine A. Tower*  
Name: Catherine A. Tower  
Title: International Transportation Coordinator

By: *Suzanne A. Mair*  
Name: Suzanne A. Mair  
Title: Transportation Services Coordinator

Executed on this 24 day of JUNE, 1998.

[CORPORATE SEAL]

STATE OF New York  
COUNTY OF New York

I, Robert Kevin Souther, a Notary Public of the County and State aforesaid, certify that SUZANNE MAIR 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 24<sup>th</sup> day of June, 1998.

*Robert Kevin Souther*  
Notary Public

ROBERT KEVIN SOUTHER  
Notary Public, State of New York  
No. 31-4981271  
Qualified in New York County  
Commission Expires May 6, 1999

ROBERT KEVIN SOUTHER  
My Commission Expires: York  
Notary Public, State of New York  
No. 31-4981271  
Qualified in New York County  
Commission Expires May 6, 1999

(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

DESCRIPTION OF CARS: Used 4650/4750 cu. ft., lined Covered Hopper Cars equipped with  
pneumatic gates and hatch covers

CAR NUMBERS: NDYX 490005, 490027, 490044, 490051, 490052, 490066,  
NDYX 490070, 490072