

First Union Rail Corporation

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

VIA FEDERAL EXPRESS

**FIRST
UNION®**

September 9, 1998

RECORDATION NO. 21635 FILED

SEP 11 '98 11-46 AM

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 three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated April 27, 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

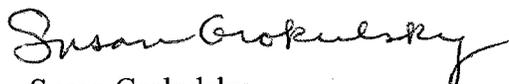
Lessee: Cerestar
141 West Jackson Blvd.
Chicago, IL 60604

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

(CSTR001)

EXHIBIT A
to
RIDER NO. 1

RECORDATION NO. 21635 FILED
SEP 11 '98 11-46 AM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 27th day of April, 1998, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CERESTAR ("Lessee"), a _____ corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of September 1, 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 September 1, 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: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

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

Executed on this 27th day of April, 1998.

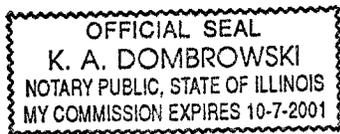
[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, K. A. Dombrowski, 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 27th day of April, 1998.



K. A. Dombrowski
Notary Public

My Commission Expires:

10-7-2001
(Notary Public)

LESSEE:

CERESTAR

ATTEST:

By: Robert A Sieffert
Name: ROBERT A. SIEFFERT
Title: MGR. TRANSPORTATION

By: Anita Duray
Name: ANITA DURAY
Title: Traffic Coordinator

Executed on this 20th day of APRIL, 1998.

[CORPORATE SEAL]

STATE OF Indiana
COUNTY OF Lake

I, Jacqueline A. Goss, a Notary Public of the County and State aforesaid, certify that Robert A Sieffert 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 20th day of April, 1998.

Jacqueline A. Goss
Notary Public

My Commission Expires:

04/03/2003
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: **Twenty (20)**

DESCRIPTION OF CARS: **Covered Hopper Cars, 100-ton, 286,000 lb. Capacity,
5300 cu. ft. Pressure Differential**

CAR NUMBERS: **See below**

Car initial (29)	Car number (29)
FURX	893000
FURX	893001
FURX	893002
FURX	893003
FURX	893004
FURX	893005
FURX	893006
FURX	893007
FURX	893008
FURX	893009
FURX	893010
FURX	893011
FURX	893012
FURX	893013
FURX	893014
FURX	893015
FURX	893016
FURX	893018
FURX	893019
FURX	893020
Count:	20