

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. 22333 FILED

VIA UPS NEXT DAY AIR

AUG 19 '99 8-30AM

August 12, 1999



Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

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 July 27, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. 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: Indiana Harbor Belt Railroad
2721 161st St.
Hammond, IN 46323-1099

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) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase
Manager of Documentation

Enclosures

22339
FILED

AUG 19 '99

8-30AM

ASSIGN. NOS.: IHB006/IHB007/IHB008

AUG 19 '99

8-30AM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 27th day of July, 1999, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Indiana Harbor Belt Railroad ("Lessee"), an Indiana corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July, 1999, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider Nos. 1 and 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of Sept. 18, 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

By: K.A. Dombrowski

Name: RICHARD F. SEYMOUR

Name: K.A. DOMBROWSKI

Title: Vice President Sales & Marketing

Title: DIRECTOR OF DOCUMENTATION Executed on this 27th day of July, 1999.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

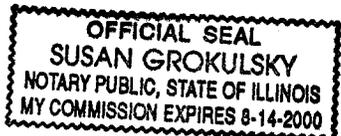
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 27th day of July, 1999.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2000
(Notary Public)



LESSEE:

INDIANA HARBOR BELT RAILROAD

By: C.H. Allen

Name: C.H. ALLEN

Title: GENERAL MANAGER

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, 199__.

[CORPORATE SEAL]

STATE OF Indiana

COUNTY OF Lake

I, DIANE R. PENDER, a Notary Public of the County and State aforesaid, certify that C.H. ALLEN 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 July, 1999.

Diane R. Pender
Notary Public

Commission Expires:

(Notary Public)

DIANE R. PENDER
Notary Public, State of Indiana
County of Lake
My Commission Expires 09/19/2006

Exhibit A to Memorandum of Lease - Page 1 of 2

GROUP A

NUMBER OF CARS: Twenty-eight (28)

DESCRIPTION OF CARS: 52' 6" 100 Ton Gondola Cars

CAR NUMBERS:

<u>Car initial</u>	<u>Car number</u>	<u>Car initial</u>	<u>Car number</u>
IHB	13011		
IHB	13012		
IHB	13013		
IHB	13014		
IHB	13015		
IHB	13016		
IHB	13017		
IHB	13018		
IHB	13019		
IHB	13020		
IHB	13021		
IHB	13022		
IHB	13023		
IHB	13024		
IHB	13025		
IHB	13026		
IHB	13027		
IHB	13028		
IHB	13029		
IHB	13030		
IHB	64209		
IHB	64210		
IHB	64211		
IHB	64212		
IHB	64214		
IHB	64215		
IHB	64216		
IHB	64218		

Count: 28

Exhibit A to Memorandum of Lease - Page 2 of 2

GROUP B

NUMBER OF CARS: Seventy-two (72)

DESCRIPTION OF CARS: 52' 6" 100 Ton Gondola Cars

CAR NUMBERS:

<u>Car initial</u>	<u>Car number</u>	<u>Car initial</u>	<u>Car number</u>
IHB	46700	IHB	46741
IHB	46701	IHB	46742
IHB	46702	IHB	46743
IHB	46703	IHB	46744
IHB	46704	IHB	46745
IHB	46705	IHB	46746
IHB	46707	IHB	46747
IHB	46708	IHB	46748
IHB	46709	IHB	46749
IHB	46711	IHB	46750
IHB	46712	IHB	46751
IHB	46713	IHB	46752
IHB	46714	IHB	46753
IHB	46715	IHB	46754
IHB	46716	IHB	46755
IHB	46717	IHB	46756
IHB	46718	IHB	46757
IHB	46719	IHB	46758
IHB	46720	IHB	46759
IHB	46721	IHB	46760
IHB	46722	IHB	46761
IHB	46724	IHB	46762
IHB	46725	IHB	46763
IHB	46726	IHB	46764
IHB	46727	IHB	46765
IHB	46728	IHB	46766
IHB	46729	IHB	46767
IHB	46730	IHB	46768
IHB	46731	IHB	46769
IHB	46732	IHB	46770
IHB	46733	IHB	46771
IHB	46734	IHB	46772
IHB	46735	IHB	46773
IHB	46736	IHB	46774
IHB	46737		
IHB	46738	Count:	72
IHB	46739		
IHB	46740		