

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4244  
847 318-7575  
Fax 847 318-7588

RECORDATION NO. 22335 FILED

AUG 19 '99 8-30AM

VIA UPS NEXT DAY AIR



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 one (1) original and three (3) copies of a Memorandum of Lease Agreement, dated May 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: Transammonia, Inc.  
400 North Ashley Dr., Suite 1900  
Tampa, FL 33602-4326

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

(TRMN006, TRMN007)

EXHIBIT A  
to  
RIDER NOS. 1 and 2

AUG 19 '99

8-30AM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 27<sup>th</sup> day of May, 1999, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Transammonia, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 27, 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 March 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

By: K.A. Dombrowski

Name: RICHARD F. SEYMOUR

Name: K.A. DOMBROWSKI

Title: Vice President Sales & Marketing

Title: DIRECTOR OF DOCUMENTATION Executed on this 25<sup>th</sup> day of June, 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 25<sup>th</sup> day of June, 1999.

Susan Grokulskey  
Notary Public

My Commission Expires:  
8-14-2000  
(Notary Public)



LESSEE:

TRANSAMMONIA, INC.

By: [Signature]

Name: G.S. Hickson Jr.

Title: Exec. Vice President

ATTEST:

By: M. A. Visoky

Name: M. A. Visoky

Title: Trader Asset

Executed on this 18 day of June, 1999.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Hillborough

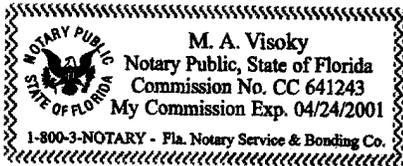
I, M. A. Visoky, a Notary Public of the County and State aforesaid, certify that G.S. Hickson Jr. personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 18th day of June, 1999.

M. A. Visoky  
Notary Public

Commission Expires:

\_\_\_\_\_  
(Notary Public)



Contract TRMNO010015F

Rider Nos. 1 and 2  
Exhibit A Page 2 of 3

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

Rider No. 1

NUMBER OF CARS: Eleven (11)

CAR DESCRIPTION: DOT111A100W3, 13,500 gallon, exterior coiled, insulated tank cars

CAR NUMBERS: TGOX 1524  
TGOX 1527  
TGOX 1647  
TGOX 1652  
TGOX 1655  
TGOX 1657  
TGOX 1659  
TGOX 1674  
TGOX 1676  
TGOX 1680  
TGOX 1682

Rider No. 2

NUMBER OF CARS: Three (3)

CAR DESCRIPTION: DOT111A100W3, 13,500 gallon, exterior-coiled, insulated tank cars

CAR NUMBERS: TGOX 1525  
TGOX 1669  
TGOX 1681