

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. 22336 FILED

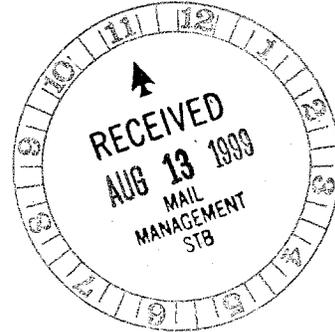
AUG 19 '99

10-30AM

VIA UPS NEXT DAY AIR

**FIRST
UNION®**

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 three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated May 28, 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

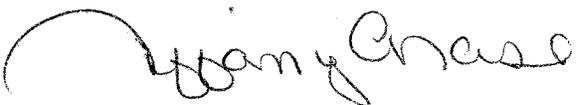
Lessee: Springfield Terminal Railway Company
Iron Horse Par,
North Billerica, MA 01862

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

(ST001)

ST001

RECORDATION NO. 22336 FILED

EXHIBIT A.1
to
RIDER NO. 1

AUG 19 '99

10-30AM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 28th day of MAY, 1998, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Springfield Terminal Railway, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of May 28, 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 28, 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
Vice President Sales & Marketing

By: K.A. Dombrowski

Name: K.A. Dombrowski

Title: DIRECTOR OF DOCUMENTATION

Executed on this 7th day of June, 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.

⁹ WITNESS my hand and official stamp or seal, this 7th day of June,
1998.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2000
(Notary Public)



LESSEE:

SPRINGFIELD TERMINAL RAILWAY COMPANY, INC

By: RONALD E. JOLIN

Name: ~~RONALD E. JOLIN~~ RONALD E. JOLIN

Title: AVP CAR MANAGEMENT + CUSTOMER SERVICE

Executed on this 28 day of May, 1998 REJ

ATTEST:

By: PAMELA J. PRIMEAU

Name: PAMELA J. PRIMEAU

Title: NOTARY PUBLIC

[CORPORATE SEAL]

STATE OF MASSACHUSETTS

COUNTY OF MIDDLESEX

I, PAMELA J. PRIMEAU, a Notary Public of the County and State aforesaid, certify that RONALD E. JOLIN 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 28th day of MAY, 1998.

PAMELA J. PRIMEAU
Notary Public

My Commission Expires:

MARCH 28, 2003
(Notary Public)

**EXHIBIT A
TO
MEMORANDUM OF LEASE**

DESCRIPTION OF CARS: Seventy-five (75) new 50 ft., 100 ton, Plate F boxcars with
10 ft. plug doors, built by Gunderson

CAR NUMBERS: See below:

NOKL 560805	NOKL 560883	NOKL 560977
NOKL 560815	NOKL 560886	NOKL 560985
NOKL 560817	NOKL 560887	NOKL 560986
NOKL 560818	NOKL 560889	NOKL 560988
NOKL 560822	NOKL 560894	NOKL 560996
NOKL 560834	NOKL 560895	
NOKL 560836	NOKL 560897	Count: 75
NOKL 560839	NOKL 560898	
NOKL 560841	NOKL 560899	
NOKL 560842	NOKL 560900	
NOKL 560843	NOKL 560901	
NOKL 560844	NOKL 560902	
NOKL 560845	NOKL 560903	
NOKL 560846	NOKL 560904	
NOKL 560847	NOKL 560905	
NOKL 560849	NOKL 560906	
NOKL 560850	NOKL 560907	
NOKL 560851	NOKL 560908	
NOKL 560852	NOKL 560909	
NOKL 560853	NOKL 560910	
NOKL 560854	NOKL 560911	
NOKL 560856	NOKL 560914	
NOKL 560857	NOKL 560916	
NOKL 560859	NOKL 560917	
NOKL 560860	NOKL 560919	
NOKL 560866	NOKL 560922	
NOKL 560868	NOKL 560924	
NOKL 560869	NOKL 560925	
NOKL 560873	NOKL 560938	
NOKL 560874	NOKL 560949	
NOKL 560876	NOKL 560954	
NOKL 560879	NOKL 560955	
NOKL 560880	NOKL 560957	
NOKL 560881	NOKL 560967	
NOKL 560882	NOKL 560968	