

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575  
Fax 847 318-7588

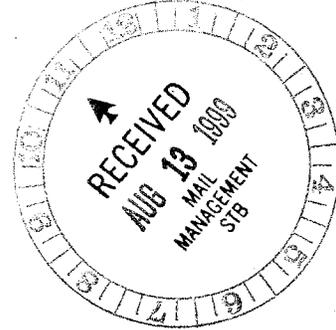
RECORDATION NO. 22337 FILED

AUG 19 '99 11-30AM

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 two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated June 9, 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: Wheeling & Lake Erie Railway Co.  
100 East First Street  
Brewster, OH 44613

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

(WLE009, WLE010, WLE011)

MEMORANDUM OF LEASE

AUG 19 '99

11-30AM

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 9th day of June, 1999, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Wheeling and Lake Erie Railway Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of April 1, 1993, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider Nos. 6, 7 and 8 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 1, 1999 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: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 9th 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 9<sup>th</sup> day of June, 1999.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2000  
(Notary Public)



LESSEE:

WHEELING AND LAKE ERIE RAILWAY COMPANY

ATTEST:

By: [Signature]  
Name: W. A. CALLISON  
VP - LAW & GOVERNMENT  
Title: RELATIONS

By: [Signature]  
Name: LARRY R. PARSONS  
Title: CHAIRMAN & CEO

Executed on this 14 day of May, 1999.

[CORPORATE SEAL]

STATE OF OHIO

COUNTY OF STARK

I, SHERYL L. DURANT, a Notary Public of the County and State aforesaid, certify that LARRY R. PARSONS 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 14 day of May, 1999.

[Signature]  
Notary Public

My Commission Expires:  
Sheryl L. Durant  
Notary Public, State of Ohio  
My Commission Expires August 29, 1999

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

**Group A**

NUMBER OF CARS: Nineteen (19) cars.

DESCRIPTION OF CARS: Plate "C" 5277 cubic foot capacity boxcars.

CAR NUMBERS:           MISS 140760                   MISS 157104  
                          MISS 140811                   MISS 157107  
                          MISS 140816                   MISS 157108  
                          MISS 140820                   MISS 205137  
                          MISS 140827                   MISS 206086  
                          MISS 140830                   MISS 206088  
                          MISS 140831                   MISS 206096  
                          MISS 140832                   MISS 502116  
                          MISS 157101                   MISS 502175  
                          MISS 157102

**Group B**

NUMBER OF CARS: Six (6) cars.

DESCRIPTION OF CARS: Plate "B" 70-Ton Capacity Boxcars.

CAR NUMBERS:           MISS 102257, MISS 102258, MISS 102259  
                          MISS 102261, MISS 102262, MISS 102299

**Group C**

NUMBER OF CARS: Ninety-Eight (98) cars.

DESCRIPTION OF CARS: Open top hopper cars with 100-ton capacity trucks.

CAR NUMBERS: WE 358250 - 358349