

First Union Commercial Corporation

One First Union Center
Charlotte, North Carolina 28288-0739
704 374-4900

**FIRST
UNION**

19261
FEB 24 1995 PM

February 24, 1995

Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Room 2303
Washington, DC 20423

Re: Recordation of Documents Relating to Lease of 265 Railcars

Dear Sir or Madam:

On behalf of First Union Rail, a division of First Union Commercial Corporation, and filed pursuant to the requirements set forth in Part 1177 of Title 49 of the Code of Federal Regulations are two (2) originals of the documents described below to be recorded pursuant to Section 11303 of Title 49 of the United States Code.

A short summary of the documents in accordance with Section 1177.3(d)(8) of Title 49 is as follows:

Lease Agreement between Northwestern Oklahoma Railroad Company, as Lessee, and First Union Rail, a division of First Union Commercial Corporation, as Lessor, dated as of October 1, 1994, relating to the lease two hundred sixty-five (265) railcars.

The names and addresses of the parties to the transaction shown above are as follows:

Northwestern Oklahoma Railroad Company - Lessee
One Foxfield Square, Suite 200
St. Charles, Illinois 60174-5732

First Union Rail, a division of - Lessor
First Union Commercial Corporation
One O'Hare Centre
6250 River Road
Rosemont, Illinois 60018

A description of the equipment covered in the above referenced documents is provided in Exhibit A to the Memorandum of Lease.

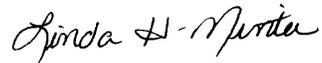
*Counterparts -
Michael Russo*

Interstate Commerce Commission
February 24, 1995
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The fee for recording these documents will be supplied by the Washington Service Bureau. The original set of documents along with the receipt for recording and any extra copies not required by your office should be given to the individual from the Washington Service Bureau, who has been selected by First Union to present this filing to your office.

Sincerely,

FIRST UNION COMMERCIAL CORPORATION

A handwritten signature in cursive script that reads "Linda H. Minter".

Linda H. Minter
Assistant Vice President

Enclosures

1p/1740J.WPD



Interstate Commerce Commission
Washington, D.C. 20423-0001

2/27/95

Office Of The Secretary

Linda H. Minter
Assistant Vice President
First Union Commercial Corporation
One First Union Center
Charlotte, North Carolina 28288-0739

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/27/95 at 3:40PM, and assigned recordation number(s) 19261 and 19262.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100539079)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

Memorandum of Lease

19281
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THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 29th day of December, 1994, by and between First Union Rail, a division of First Union Commercial Corporation ("Lessor"), a North Carolina corporation, and Northwestern Oklahoma Railroad, ("Lessee"), an Oklahoma corporation.

Company

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of October 1, 1994, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

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, a Division of
FIRST UNION COMMERCIAL CORPORATION

ATTEST:

By: Linda H. Minter
Name: Linda H. Minter
Title: Assistant Secretary

By: [Signature]
Name: David G. Taylor
Title: Senior Vice President

Executed on this 29th day of December, 1994.

[CORPORATE SEAL]

LESSEE:

NORTHWESTERN OKLAHOMA RAILROAD COMPANY

ATTEST:

By: [Signature]
Name: Lita K. Jimenez
Title: Vice President Finance

By: [Signature]
Name: Richard F. Seymour
Title: President

Executed on this 6th day of January, 1995.

[CORPORATE SEAL]

STATE OF NORTH CAROLINA

COUNTY OF ROWAN

I, Linda L.G. Ciemny, a Notary Public of the County and State aforesaid, certify that Linda H. Minter personally came before me this day and acknowledged that (s)he is Assistant Secretary of First Union Rail, a division of First Union Commercial Corporation, a North Carolina corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Senior Vice President, sealed with its corporate seal and attested by Linda H. Minter as its Assistant Secretary.

WITNESS my hand and official stamp or seal, this 29th day of December, 1994.


Notary Public

My Commission Expires:

November 24, 1995
(Notary Public)

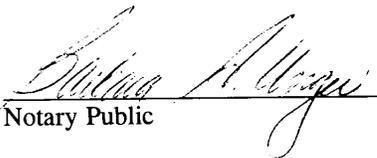
STATE OF ILLINOIS

COUNTY OF DU PAGE

I, Barbara A. Unger, a Notary Public of the County and State aforesaid, certify that Lita K. Jimenez personally came before me this day and acknowledged that (s)he is _____ Secretary of Northwestern Oklahoma Railroad Company, an Oklahoma corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its _____ President, sealed with its corporate seal and attested by Lita K. Jimenez as its _____ Secretary.

WITNESS my hand and official stamp or seal, this 6th day of January, 1994. 5.




Notary Public

My Commission Expires:

12/15/97
(Notary Public)

EXHIBIT A
to
Memorandum of Lease

DESCRIPTION OF RAILCARS

Car Init.	Car No.														
BAR	005100	BAR	005134	BAR	005168	STMA	052009	STMA	052051	STMA	052088	DVS	001099	MPA	118
BAR	005101	BAR	005135	BAR	005169	STMA	052011	STMA	052052	STMA	052089	DVS	005511	MPA	119
BAR	005102	BAR	005136	BAR	005170	STMA	052012	STMA	052053	STMA	052090	DVS	005518	MPA	120
BAR	005103	BAR	005137	BAR	005171	STMA	052013	STMA	052054	STMA	052091	DVS	005520	MPA	121
BAR	005104	BAR	005138	BAR	005172	STMA	052014	STMA	052055	STMA	052092	DVS	005541	MPA	122
BAR	005105	BAR	005139	BAR	005173	STMA	052015	STMA	052057	STMA	052093	DVS	005544	MPA	123
BAR	005106	BAR	005140	BAR	005174	STMA	052017	STMA	052058	STMA	052094	DVS	005580	MPA	124
BAR	005107	BAR	005141	BAR	005175	STMA	052018	STMA	052059	STMA	052095	DVS	005592	MPA	125
BAR	005108	BAR	005142	BAR	005176	STMA	052019	STMA	052060	STMA	052096	DVS	100248	MPA	127
BAR	005109	BAR	005143	BAR	005177	STMA	052020	STMA	052061	STMA	052097	DVS	001053	MPA	128
BAR	005110	BAR	005144	BAR	005178	STMA	052021	STMA	052062	STMA	052099	DVS	001062	MPA	129
BAR	005111	BAR	005145	BAR	005179	STMA	052022	STMA	052063	STMA	052000	DVS	001064	MPA	132
BAR	005112	BAR	005146	BAR	005180	STMA	052023	STMA	052064	STMA	052001	DVS	001065	MPA	133
BAR	005113	BAR	005147	BAR	005181	STMA	052024	STMA	052066	STMA	052002	DVS	001067	MPA	134
BAR	005114	BAR	005148	BAR	005182	STMA	052026	STMA	052067	STMA	052003	DVS	001071	MPA	135
BAR	005115	BAR	005149	BAR	005183	STMA	052027	STMA	052069	STMA	052004	DVS	001072	MPA	39012
BAR	005116	BAR	005150	BAR	005184	STMA	052028	STMA	052070	STMA	052006	DVS	001077	MPA	309036
BAR	005117	BAR	005151	BAR	005185	STMA	052030	STMA	052071	DVS	001082	DVS	001079	MPA	39075
BAR	005118	BAR	005152	BAR	005186	STMA	052031	STMA	052072	DVS	001086	MPA	100	MPA	140981
BAR	005119	BAR	005153	BAR	005187	STMA	052032	STMA	052073	DVS	001089	MPA	101	MPA	140982
BAR	005120	BAR	005154	BAR	005188	STMA	052033	STMA	052074	DVS	001092	MPA	102	MPA	140983
BAR	005121	BAR	005155	BAR	005189	STMA	052035	STMA	052075	DVS	001093	MPA	103	MPA	142145
BAR	005122	BAR	005156	BAR	005190	STMA	052036	STMA	052076	DVS	001094	MPA	104	MPA	142146
BAR	005123	BAR	005157	BAR	005191	STMA	052038	STMA	052077	DVS	001095	MPA	105	MPA	142147
BAR	005124	BAR	005158	BAR	005192	STMA	052039	STMA	052078	DVS	001096	MPA	106	MPA	142148
BAR	005125	BAR	005159	BAR	005193	STMA	052040	STMA	052079	DVS	001100	MPA	107	MPA	142255
BAR	005126	BAR	005160	BAR	005194	STMA	052042	STMA	052080	DVS	001049	MPA	108	MPA	142256
BAR	005127	BAR	005161	BAR	005195	STMA	052044	STMA	052081	MISS	001066	MPA	110		
BAR	005128	BAR	005162	BAR	005196	STMA	052045	STMA	052082	MISS	001069	MPA	111		
BAR	005129	BAR	005163	BAR	005197	STMA	052046	STMA	052083	MISS	001074	MPA	112		
BAR	005130	BAR	005164	BAR	005198	STMA	052047	STMA	052084	MISS	001075	MPA	114		
BAR	005131	BAR	005165	BAR	005199	STMA	052048	STMA	052085	MISS	001076	MPA	115		
BAR	005132	BAR	005166	STMA	052007	STMA	052049	STMA	052086	MISS	001078	MPA	116		
BAR	005133	BAR	005167	STMA	052008	STMA	052050	STMA	052087	MISS	001091	MPA	117		