

**First Union Commercial Corporation**

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

01070 585030

**FIRST  
UNION**

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April 4, 1995

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

LICENSING DIVISION

APR 6 11 59 AM '95

**Re: Recordation of Documents Relating to Lease of 240 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 Commonwealth Edison Company, as Lessee, and First Union Rail, a division of First Union Commercial Corporation, as Lessor, dated as of January 9, 1995, relating to the lease two hundred (240) aluminum coal cars.

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

Commonwealth Edison Company  
125 S. Clark Street  
Chicago, Illinois 60690-0767

First Union Rail, a division of  
First Union Commercial Corporation  
6250 River Road, Suite 3005  
Rosemont, Illinois 60018

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

*Counters parts - E. Kunard*

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

Linda H. Minter  
Vice President

Enclosures

1p/1808J.WPD

Memorandum of Lease

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 16th day of March, 1995, by and between First Union Rail, a division of First Union Commercial Corporation ("Lessor"), a North Carolina corporation, and Commonwealth Edison Company ("Lessee"), an Illinois corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of January 9, 1995, 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: *Paul Van Wie*  
Name: Paul Van Wie  
Title: Senior Vice President

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

Executed on this 16th day of March, 1995.

[CORPORATE SEAL]

LESSEE:

COMMONWEALTH EDISON COMPANY

ATTEST:

By: *W A Small*  
Name: W A Small  
Title: Vice President

By: *R. R. Mize*  
Name: R. R. Mize  
Title: Corporate Secretary

Executed on this 21 day of Mar, 1995.

[CORPORATE SEAL]

STATE OF North Carolina

COUNTY OF Mecklenburg

I, Cynthia Hargett, 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 16th day of March, 1995.

Cynthia Hargett  
Notary Public

My Commission Expires:

May 1, 1999

STATE OF Illinois

COUNTY OF Cook

I, Mary L. Kwilos, a Notary Public of the County and State aforesaid, certify that R. R. Mizely personally came before me this day and acknowledged that (s)he is Assistant Secretary of Commonwealth Edison Company, an Illinois corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by R. R. Mizely as its Assistant Secretary.

WITNESS my hand and official stamp or seal, this 21st day of March, 1995.

Mary L. Kwilos  
Notary Public

My Commission Expires:

10/26/97  
(Notary Public)



**EXHIBIT A**  
**to**  
**Memorandum of Lease**

**DESCRIPTION OF RAILCARS**

CWEX3120	CWEX3150	CWEX3180	CWEX3210
CWEX3121	CWEX3151	CWEX3181	CWEX3211
CWEX3122	CWEX3152	CWEX3182	CWEX3212
CWEX3123	CWEX3153	CWEX3183	CWEX3213
CWEX3124	CWEX3154	CWEX3184	CWEX3214
CWEX3125	CWEX3155	CWEX3185	CWEX3215
CWEX3126	CWEX3156	CWEX3186	CWEX3216
CWEX3127	CWEX3157	CWEX3187	CWEX3217
CWEX3128	CWEX3158	CWEX3188	CWEX3218
CWEX3129	CWEX3159	CWEX3189	CWEX3219
CWEX3130	CWEX3160	CWEX3190	CWEX3220
CWEX3131	CWEX3161	CWEX3191	CWEX3221
CWEX3132	CWEX3162	CWEX3192	CWEX3222
CWEX3133	CWEX3163	CWEX3193	CWEX3223
CWEX3134	CWEX3164	CWEX3194	CWEX3224
CWEX3135	CWEX3165	CWEX3195	CWEX3225
CWEX3136	CWEX3166	CWEX3196	CWEX3226
CWEX3137	CWEX3167	CWEX3197	CWEX3227
CWEX3138	CWEX3168	CWEX3198	CWEX3228
CWEX3139	CWEX3169	CWEX3199	CWEX3229
CWEX3140	CWEX3170	CWEX3200	CWEX3230
CWEX3141	CWEX3171	CWEX3201	CWEX3231
CWEX3142	CWEX3172	CWEX3202	CWEX3232
CWEX3143	CWEX3173	CWEX3203	CWEX3233
CWEX3144	CWEX3174	CWEX3204	CWEX3234
CWEX3145	CWEX3175	CWEX3205	CWEX3235
CWEX3146	CWEX3176	CWEX3206	CWEX3236
CWEX3147	CWEX3177	CWEX3207	CWEX3237
CWEX3148	CWEX3178	CWEX3208	CWEX3238
CWEX3149	CWEX3179	CWEX3209	CWEX3239