

**First Union Rail Corporation**

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

20583

RECORDATION NO. 20583 FILED 1425  
MAR 14 1997 12:25 PM



February 10, 1997

Surface Transportation Board  
Attn: Jan Fort  
1201 Constitution Ave., N.W.  
Room 2311  
Washington, D.C. 20423-0001

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

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 December 30, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents. 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: Norfolk Southern Railway Company  
110 Franklin Road, S.E.  
Roanoke, VA 24042

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A attached to each Memorandum.

Also enclosed is a check in the amount of \$22.00 payable to the order of the Surface Transportation Board covering the required recordation fee for this filing.

Kindly return one (1) stamped original of the enclosed document to the undersigned.

Very truly yours,

Bob Hamilton  
Director-Documentation

20583  
MARK 19 12 25 1996

Memorandum of Lease

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 30th day of December, 1996, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Norfolk Southern Railway Company ("Lessee"), a Virginia corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of December 30, 1996, 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 CORPORATION

ATTEST:

By: [Signature]

Name: JOHN J. THOMAS

Title: PRESIDENT

By: Michelle Berg

Name: Michelle Berg

Title: Office Manager

Executed on this 5<sup>th</sup> day of February 1997.

[CORPORATE SEAL]



LESSEE:

NORFOLK SOUTHERN RAILWAY  
COMPANY

ATTEST:

By: William T. Rousis

Name: WILLIAM T. ROUSIS

Title: Manager Purchasing - CAR

By: H. Lee

Name: H. A. LEE

Title: Asst. Mgr. Purch - Car Executed on this 31 day of JAN, 1997.



STATE OF Virginia

COUNTY OF Roanoke

I, Jane S. Sheemaker, a Notary Public in and for said state and county, certify that William T. Rousis personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

WITNESS my hand and official stamp or seal, this 31 day of January, 1997.

Jane S. Sheemaker  
Notary Public

My Commission Expires:

My Commission Expires July 31, 2000  
(Notary Public)

STATE OF Illinois

COUNTY OF Cook

I, Michelle Berg, a Notary Public in and for said state and county, certify that John J. Thomas 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 5<sup>th</sup> day of February, 1997.

Michelle Berg  
Notary Public

My Commission Expires:

7/18/98  
(Notary Public)



# EXHIBIT A to MEMORADUM of LEASE

? Assignments	Car initial (29)	Car number (29)
NS006	NS	292930
NS006	NS	292931
NS006	NS	292932
NS006	NS	292933
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