

First Union Rail Corporation

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

20585
**FIRST
UNION®**

20585
MAR 17 1997

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 the 17th day of January, 1997, 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

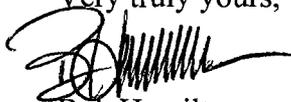
Lessee: The Dow Chemical Company
2020 Dow Center
Midland, Michigan 48674

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

REGISTRATION # 20585
MAR 12 1997

Memorandum of Lease

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 17th day of January, 1997, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and The Dow Chemical Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of January 17, 1997, 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 11th day of February, 1997.

[CORPORATE SEAL]



LESSEE:

THE DOW CHEMICAL COMPANY

ATTEST:

By: W. Gebo

Name: W. GEBO

Title: MANAGER RAIL SERVICES
PROCUREMENT

By: Gail Hilaski

Name: Gail Hilaski

Title: Contract Administrator Executed on this 5th day of February 1997.

[CORPORATE SEAL]

STATE OF Michigan

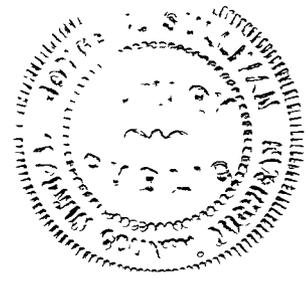
COUNTY OF Gladwin, acting in Midland County

I, Joyce A. Sullivan, a Notary Public in and for said state and county, certify that Bill Gebo 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 5th day of February, 1997.

Joyce A. Sullivan
Notary Public

My Commission Expires:
JOYCE A. SULLIVAN
Notary Public, Gladwin County, Michigan
My Commission Expires September 11, 1998
(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 11th day of February, 1997.

Michelle Berg
Notary Public

My Commission Expires:

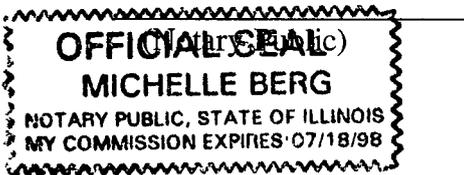


EXHIBIT A
to
Memorandum of Lease

DESCRIPTION OF RAILCARS

FURX 870,000 to 870,099 Inclusive