



First Union Rail Corporation  
 NC5811  
 One O'Hare Center  
 6250 River Road, Suite 5000  
 Rosemont, IL 60018-4214  
 Tel 847 318-7575  
 Fax 847 318-7588

VIA UPS NEXT DAY AIR

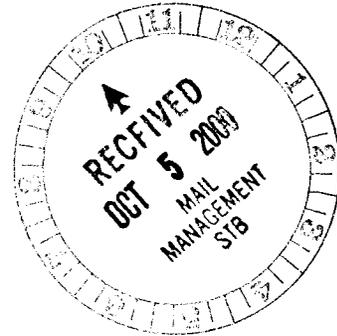
October 4, 2000

RECORDATION NO. 22260-A FILED

OCT 06 '00 10-20 AM

SURFACE TRANSPORTATION BOARD

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 April 27, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement that was duly filed with the Commission under Recordation number 22260 on July 23, 1999.

The names and addresses of the parties to the enclosed document are:

<p>Lessor: First Union Rail Corporation          One O'Hare Center          6250 River Road, Suite 5000          Rosemont, IL 60018</p>	<p>Lessee: CSX Transportation          500 Water Street          Jacksonville, FL 32202</p>
---	---

A description of the railroad equipment covered by the enclosed document is eighty-eight (88) 52'6" gondolas with 5'6" sides, with car marks NOKL and UMP (please see exhibit A for car numbers, UMP marked cars are being remarked to NOKL).

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and CSX Transportation, Lessee, covering 88 52'6" gondolas with 5'6" sides, with car marks NOKL and UMP (please see exhibit A for car numbers, UMP marked cars are being remarked to NOKL).

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 along with the additional copies.

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-Morrison  
 Manager of Documentation

Enclosures  
 (CSXT029)



MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 27<sup>th</sup> day of April, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CSX Transportation ("Lessee"), a Virginia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January, 16, 1995, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 8 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 1, 2000 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: Richard Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

By: K.A. Dombrowski  
Name: K.A. DOMBROWSKI  
Title: DIRECTOR OF DOCUMENTATION

Executed on this 27<sup>th</sup> day of April, 2000.

[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 27<sup>TH</sup> day of APRIL, 2000.

Susan Grokulska  
Notary Public

My Commission Expires:  
8-14-2000  
(Notary Public)



RECORDATION NO. 22260-A FILED  
OCT 06 '00 10:20 AM  
SURFACE TRANSPORTATION BOARD

**LESSEE:**

CSX TRANSPORTATION, INC.

By: *C. W. Grant*

Name: C. W. GRANT

Title: AVD-CAD MGMT

**ATTEST:**

By: *Patricia J. Astoora*

Name: PATRICIA J. ASTOORA

Title: CORPORATE SECRETARY

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, 2000.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Suval

I, *Howard Michael Lee*, a Notary Public of the County and State aforesaid, certify that *C. W. Grant* 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 3<sup>RD</sup> day of April, 2000.

*Howard Michael Lee*  
Notary Public

Commission Expires:

8/2/2003  
(Notary Public)



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

NUMBER OF CARS:	Eighty-eight (88)
DESCRIPTION OF CARS:	52'6" Gondolas with 5'6" sides
CAR NUMBERS:	See attached Exhibit A

EXHIBIT A to MEMORANDUM OF LEASE  
CAR NUMBERS

NOKL	321000
NOKL	321004
NOKL	321006
NOKL	321007
NOKL	321010
NOKL	321011
NOKL	321015
NOKL	321016
NOKL	321021
NOKL	321022
NOKL	321025
NOKL	321026
NOKL	321028
NOKL	321029
NOKL	321034
NOKL	321035
NOKL	321036
NOKL	321041
NOKL	321042
NOKL	321043
NOKL	321048
NOKL	321049
NOKL	321050
NOKL	321052
NOKL	321053
NOKL	321054
NOKL	321057
NOKL	321062
NOKL	321068
NOKL	321071
NOKL	321077
NOKL	321079
NOKL	321081
NOKL	321085
NOKL	321086
NOKL	321087

UMP MARKED CARS TO BE REMARKED TO NOKL

UMP	9601	NOKL	321001
UMP	9602	NOKL	321002
UMP	9603	NOKL	321003
UMP	9605	NOKL	321005
UMP	9608	NOKL	321008
UMP	9609	NOKL	321009
UMP	9612	NOKL	321012
UMP	9613	NOKL	321013
UMP	9614	NOKL	321014
UMP	9617	NOKL	321017
UMP	9618	NOKL	321018
UMP	9619	NOKL	321019
UMP	9620	NOKL	321020
UMP	9623	NOKL	321023
UMP	9624	NOKL	321024
UMP	9627	NOKL	321027
UMP	9630	NOKL	321030
UMP	9631	NOKL	321031
UMP	9632	NOKL	321032
UMP	9633	NOKL	321033
UMP	9637	NOKL	321037
UMP	9638	NOKL	321038
UMP	9639	NOKL	321039
UMP	9640	NOKL	321040
UMP	9644	NOKL	321044
UMP	9645	NOKL	321045
UMP	9646	NOKL	321046
UMP	9647	NOKL	321047
UMP	9651	NOKL	321051
UMP	9655	NOKL	321055
UMP	9656	NOKL	321056
UMP	9658	NOKL	321058
UMP	9659	NOKL	321059
UMP	9660	NOKL	321060
UMP	9661	NOKL	321061
UMP	9663	NOKL	321063
UMP	9664	NOKL	321064
UMP	9665	NOKL	321065
UMP	9666	NOKL	321066
UMP	9667	NOKL	321067
UMP	9669	NOKL	321069
UMP	9670	NOKL	321070
UMP	9672	NOKL	321072

UMP	9673	NOKL	321073
UMP	9674	NOKL	321074
UMP	9675	NOKL	321075
UMP	9676	NOKL	321076
UMP	9678	NOKL	321078
UMP	9680	NOKL	321080
UMP	9682	NOKL	321082
UMP	9683	NOKL	321083
UMP	9684	NOKL	321084
Count:	88		