



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

RECORDATION NO. 21228-C FILED

VIA UPS NEXT DAY AIR

SEP 18 '01 11-09 AM

September 14, 2001

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 August 8, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 21228.

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: Arkansas, Louisiana and Mississippi          Railroad Company          128 Main Street          Crossett, AR 71635</p>
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A description of the railroad equipment covered by the enclosed document is sixty-six (66) 100 ton all door boxcars with car numbers ADN 4701-4770, non-inclusive.

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

Memorandum of Lease between First Union Rail Corporation, Lessor and Arkansas, Louisiana & Mississippi Railroad Company, Lessee, covering 66 100 ton all door boxcars with car numbers ADN 4701-4770, non-inclusive.

Also enclosed is a check in the amount of \$28.00 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

(ALM010)

ASSGN. NO.: ALM010

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 8<sup>th</sup> day of August, 2001, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation and Arkansas Louisiana and Mississippi Railroad Company ("Lessee"), an Arkansas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 14, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 7 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 1, 2001, 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: K.A. Dombrowski  
Name: K.A. Dombrowski  
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 8<sup>th</sup> day of Aug., 2001.

[CORPORATE SEAL]

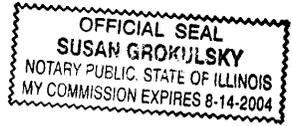
STATE OF ILLINOIS  
COUNTY OF COOK

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 8<sup>th</sup> day of August, 2001.

Susan Grokulska  
Notary Public

My Commission Expires:  
8-14-2004  
(Notary Public)



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**LESSEE:**

ARKANSAS LOUISIANA AND MISSISSIPPI RAILROAD COMPANY

By: L. B. Coffey

Name: L. B. COFFEY

Title: General Manager

**ATTEST:**

By: Pamela Kay McKinley

Name: Merkia L. Key

Title: Sr. Admin. Asst.

Executed on this 1 day of Aug, 2001.

[CORPORATE SEAL]

STATE OF Arkansas

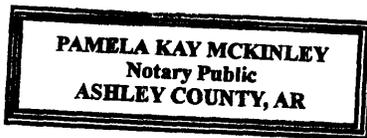
COUNTY OF Ashley

I, Pamela Kay McKinley, a Notary Public of the County and State aforesaid, certify that L. B. Coffey 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 1st day of August, 2001.

Pamela Kay McKinley  
Notary Public

Commission Expires:  
12-15-2004  
(Notary Public)



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

NUMBER OF CARS:           Sixty-six (66)

DESCRIPTION OF CARS:    100-ton all door boxcars

CAR NUMBERS:            See below

ADN	4701	ADN	4724	ADN	4749
ADN	4702	ADN	4726	ADN	4750
ADN	4703	ADN	4727	ADN	4751
ADN	4704	ADN	4728	ADN	4752
ADN	4705	ADN	4729	ADN	4753
ADN	4706	ADN	4730	ADN	4754
ADN	4707	ADN	4731	ADN	4756
ADN	4708	ADN	4732	ADN	4757
ADN	4709	ADN	4733	ADN	4758
ADN	4710	ADN	4734	ADN	4760
ADN	4711	ADN	4735	ADN	4761
ADN	4712	ADN	4736	ADN	4762
ADN	4713	ADN	4737	ADN	4763
ADN	4714	ADN	4738	ADN	4764
ADN	4715	ADN	4739	ADN	4765
ADN	4716	ADN	4740	ADN	4766
ADN	4717	ADN	4741	ADN	4767
ADN	4718	ADN	4742	ADN	4768
ADN	4719	ADN	4743	ADN	4769
ADN	4720	ADN	4744	ADN	4770
ADN	4721	ADN	4745	<b>total: 66</b>	
ADN	4722	ADN	4747		
ADN	4723	ADN	4748		