



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

October 11, 2001

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 three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated September 24, 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 22572.

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: Ackerman Beardsley Bennett, Inc.  
168 Battery Street  
Burlington, VT 05401

A description of the railroad equipment covered by the enclosed document is eighteen (18) 5250 cubic foot covered hopper cars, with car marks FURX (see Exhibit A for exact car numbers).

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

Memorandum of Lease between First Union Rail Corporation, Lessor and Ackerman Beardsley Bennett, Inc., Lessee, covering 18 5250 cubic foot covered hopper cars, with car marks FURX (See Exhibit A for exact car numbers).

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) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

  
Susan Grokulsky  
Manager - Documents Administration

Enclosures

(ABB1018)

RECORDATION NO. 22572-C FILED

OCT 19 '01 8-30 AM

SURFACE TRANSPORTATION BOARD

VIA UPS 2<sup>nd</sup> DAY AIR



ASSGN. NO.: ABBIO18

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 24<sup>th</sup> day of September, 2001, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Ackerman, Beardsley, Bennett, Inc., ("Lessee"), a Vermont corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 13 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 18, 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: Richard F. Seymour

By: K.A. Dombrowski

Name: RICHARD F. SEYMOUR

Name: K.A. DOMBROWSKI

Title: Vice President Sales & Marketing

Title: DIRECTOR OF DOCUMENTATION Executed on this 24<sup>th</sup> day of Sept., 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 24<sup>th</sup> day of September, 2001.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



RECORDATION NO. 22572-L FILED

OCT 19 '01 8-30 AM

SURFACE TRANSPORTATION BOARD

LESSEE:

ACKERMAN BEARDSLEY, BENNETT, INC.

By: [Signature]

Name: DON APPE

Title: PRES.

ATTEST:

By: [Signature]

Name: KAREN ROWELL

Title: Secretary/ASSISTANT

Executed on this 18<sup>th</sup> day of September, 2001.

[CORPORATE SEAL]

STATE OF Vermont

COUNTY OF Chittenden

I, KAREN L. ROWELL, a Notary Public of the County and State aforesaid, certify that DON APPE 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 18<sup>th</sup> day of September, 2001.

[Signature]  
Notary Public

Commission Expires:

2/10/03  
(Notary Public)

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

NUMBER OF CARS:                   Eighteen (18)

DESCRIPTION OF CARS:           5250 cu. ft. Covered Hoppers

CAR NUMBERS:

|      |        |      |        |
|------|--------|------|--------|
| FURX | 850423 | FURX | 850860 |
| FURX | 850755 | FURX | 850883 |
| FURX | 850756 | FURX | 850892 |
| FURX | 850764 | FURX | 850898 |
| FURX | 850785 | FURX | 850902 |
| FURX | 850798 | FURX | 850904 |
| FURX | 850828 | FURX | 851019 |
| FURX | 850841 | FURX | 851030 |
| FURX | 850847 | FURX | 851073 |

Count: 18