



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

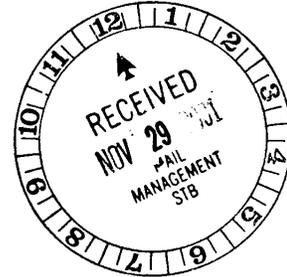
RECORDATION NO. 22260-D FILED

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

November 27, 2001

NOV 29 '01 2-48 PM

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 October 30, 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 22260.

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:	CSX Transportation, Inc. 500 Water Street Jacksonville, FL 32202
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A description of the railroad equipment covered by the enclosed document is fifty-five (55) 50' 6" Plate F Boxcars with 12' plug doors, numbered NOKL 570251 - NOKL 570419, non-inclusive.

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

Memorandum of Lease between First Union Rail Corporation, Lessor and CSX Transportation, Inc., Lessee, covering fifty-five (55), 50' 6" Plate F Boxcars with 12' plug doors, numbered NOKL 570251 - NOKL 570419, 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) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

*Susan Grokulsky*  
Susan Grokulsky  
Manager of Documentation

Enclosures

(CSXT046)

ASSGN. NO. CSXT046

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 30<sup>th</sup> day of October, 2001 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CSX Transportation, Inc., a Virginia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of January 16, 1995, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 22 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of 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  
Name: RICHARD E. SEYMOUR  
Title: Vice President Sales & Marketing  
Executed on this 30<sup>th</sup> day of Oct., 2001

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

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

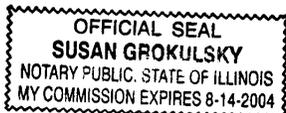
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 30<sup>th</sup> day of October, 2001.

Susan Grokulska  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



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SURFACE TRANSPORTATION BOARD

LESSEE:

CSX TRANSPORTATION, INC.

ATTEST:

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By: [Signature]  
Name: EVAN T. BELL  
Title: DIRECTOR LEASE FINANCE

Executed on this 27<sup>th</sup> day of October, 2001.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

I, Edmund T. Johnson IV, a Notary Public of the County and State aforesaid, certify that Evan T. Bell 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 October, 2001.

[Signature]  
Notary Public

My Commission Expires:

6-7-02  
(Notary Public)

Edmund T. Johnson, IV  
MY COMMISSION # CC748495 EXPIRES  
June 4, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.



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

NUMBER OF CARS: Fifty-five (55)

DESCRIPTION OF CARS: 50' 6" Plate F Boxcars with 12' plug doors and 15" E.O.C. cushioning

CAR NUMBERS: See listed below:

NOKL 570251	NOKL 570310	NOKL 570375
NOKL 570260	NOKL 570316	NOKL 570377
NOKL 570262	NOKL 570321	NOKL 570380
NOKL 570263	NOKL 570323	NOKL 570381
NOKL 570264	NOKL 570327	NOKL 570383
NOKL 570265	NOKL 570332	NOKL 570393
NOKL 570268	NOKL 570335	NOKL 570398
NOKL 570270	NOKL 570341	NOKL 570399
NOKL 570273	NOKL 570345	NOKL 570401
NOKL 570274	NOKL 570348	NOKL 570403
NOKL 570275	NOKL 570351	NOKL 570405
NOKL 570282	NOKL 570352	NOKL 570406
NOKL 570283	NOKL 570359	NOKL 570407
NOKL 570291	NOKL 570360	NOKL 570409
NOKL 570294	NOKL 570364	NOKL 570417
NOKL 570295	NOKL 570367	NOKL 570418
NOKL 570303	NOKL 570369	NOKL 570419
NOKL 570307	NOKL 570370	Count: 55
NOKL 570308	NOKL 570374	