



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

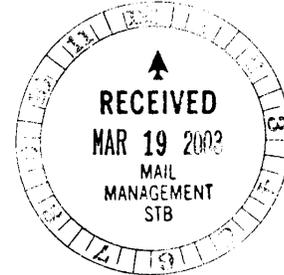
VIA UPS 2nd DAY AIR

March 17, 2003

RECORDATION NO. 22260-6 FILED

MAR 20 '03 1-14 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 three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated February 25, 2003, 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:

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

A description of the railroad equipment covered by the enclosed document is one hundred and four (104) 4600/4700/4750 cubic foot capacity covered hopper cars, with FURX and NOKL marks, (see Exhibit A for numbers).

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

Also enclosed is a check in the amount of \$30.00 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,


 Amy Carone
 Manager of Documentation

Enclosures

(CSXT053)

ASSGN. NO.: CSXT053

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 25th day of February, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CSX Transportation, Inc., ("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. 26 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February 2003, 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
Vice President Sales & Marketing

Name: K.A. Dombrowski

Title: _____

Title: DIRECTOR OF DOCUMENTATION Executed on this 25th day of Feb., 2003.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

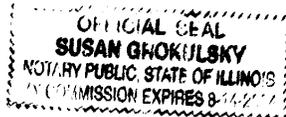
I, SUSAN GOKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 25th day of February, 2003.

Susan Gokulsky
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



RECORDBATION NO. 22260-9 FILED

MAR 20 '03 1-14 PM

SURFACE TRANSPORTATION BOARD

LESSEE:

CSX TRANSPORTATION, INC.

By: E. T. Bell

Name: Evan T. Bell

Title: Warranty - Lease Finance

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this 19th day of February, 2003.

[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 19th day of February, 2003.

[Signature]
Notary Public

Commission Expires:

6/4/06
(Notary Public)



Edmund T. Johnson, IV
MY COMMISSION # DD115791 EXPIRES
June 4, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred four (104)

DESCRIPTION OF CARS: 4600/4700/4750 cu. ft. Covered Hopper Cars with gravity gates and trough hatches.

CAR NUMBERS: See below:

| | | |
|-------------|-------------|-------------|
| NOKL 819007 | FURX 816717 | NOKL 823742 |
| NOKL 819010 | FURX 816733 | NOKL 823753 |
| NOKL 819032 | FURX 831003 | NOKL 823755 |
| NOKL 819192 | NOKL 815257 | NOKL 823765 |
| NOKL 821541 | NOKL 818202 | NOKL 823766 |
| NOKL 822879 | NOKL 818966 | NOKL 823772 |
| NOKL 822882 | NOKL 818985 | NOKL 823776 |
| NOKL 822935 | NOKL 818999 | NOKL 823778 |
| NOKL 823679 | NOKL 819011 | NOKL 823783 |
| NOKL 823746 | NOKL 819028 | NOKL 823786 |
| NOKL 823796 | NOKL 819039 | NOKL 823819 |
| NOKL 830610 | NOKL 819056 | NOKL 829594 |
| NOKL 830904 | NOKL 819071 | NOKL 830215 |
| NOKL 832032 | NOKL 819077 | NOKL 830327 |
| NOKL 832095 | NOKL 819083 | NOKL 830607 |
| NOKL 832365 | NOKL 819095 | NOKL 830608 |
| NOKL 832435 | NOKL 819120 | NOKL 832101 |
| NOKL 832520 | NOKL 819183 | NOKL 832396 |
| NOKL 832538 | NOKL 820675 | NOKL 832548 |
| NOKL 832541 | NOKL 821854 | NOKL 832619 |
| NOKL 832634 | NOKL 821905 | NOKL 832640 |
| NOKL 832693 | NOKL 821922 | NOKL 832681 |
| NOKL 832705 | NOKL 821934 | NOKL 832699 |
| NOKL 833120 | NOKL 822045 | NOKL 833103 |
| NOKL 833141 | NOKL 822113 | NOKL 833106 |
| NOKL 833154 | NOKL 822859 | NOKL 833137 |
| NOKL 833157 | NOKL 822865 | NOKL 833143 |
| NOKL 833189 | NOKL 822916 | NOKL 833144 |
| NOKL 833321 | NOKL 823132 | NOKL 833151 |
| NOKL 834035 | NOKL 823675 | NOKL 833168 |
| NOKL 834691 | NOKL 823677 | NOKL 833181 |
| NOKL 834719 | NOKL 823686 | NOKL 833183 |
| NOKL 834730 | NOKL 823688 | NOKL 833184 |
| NOKL 834753 | NOKL 823717 | NOKL 833185 |
| NOKL 834762 | NOKL 823741 | Count: 104 |