



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

VIA UPS NEXT DAY AIR

December 21, 2000



RECORDATION NO. 22145-A FILED

DEC 28 00

3-29 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 April 24, 2000, 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 22145.

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: Southwest Rail Industries, Inc. 601 W. East Street Weimar, TX 78962</p>
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A description of the railroad equipment covered by the enclosed document is eighteen (18) 5851 cubic foot plastic pellet hopper cars with car numbers, FURX 870388, FURX 870403, and TQEX 58013-58491, non-inclusive.

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

Memorandum of Lease between First Union Rail Corporation, Lessor and Southwest Rail Industries, Inc., Lessee, covering 18 5851 cubic foot plastic pellet hopper cars with car numbers, FURX 870388, FURX 870403, and TQEX 58013-58491, non-inclusive.

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

(SRII010)

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

24th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of the 24th day of April, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Southwest Rail Industries, Inc. ("Lessee"), a Texas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of June 1, 1993 as amended July 1, 1997 as assigned thereto, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 17, 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 F. 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 24th 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 24th day of APRIL, 2000.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2000
(Notary Public)



LESSEE:

SOUTHWEST RAIL INDUSTRIES, INC.

By: Chris Garmoe

Name: Chris Garmoe

Title: VP

ATTEST:

By: Ray Womack

Name: Ray Womack

Title: VP

Executed on this 10 day of April, 2000.

[CORPORATE SEAL]

STATE OF Texas

COUNTY OF Colorado

I, NANCY BITTNER, a Notary Public of the County and State aforesaid, certify that CHRIS GARMOE 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 10th day of April, 2000.

Nancy Bittner
Notary Public

Commission Expires:
4-26-02
(Notary Public)

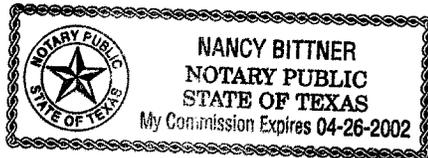


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Eighteen (18)

DESCRIPTION OF CARS: Plastic pellet hopper cars, 5851 cf.

CAR NUMBERS: See below:

FURX	870388	TQEX	58277
FURX	870403	TQEX	58323
TQEX	58013	TQEX	58334
TQEX	58020	TQEX	58371
TQEX	58024	TQEX	58372
TQEX	58160	TQEX	58374
TQEX	58233	TQEX	58389
TQEX	58241	TQEX	58428
TQEX	58272	TQEX	58491