



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

January 18, 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 two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated November 2, 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 22720.

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: South Carolina Public Service Authority One Riverside Drive Moncks Corner, SC 29461-2901</p>
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A description of the railroad equipment covered by the enclosed document is ninety-five (95) 4400 cubic foot aluminum BethGon Coalporter rotary gondola railcars, with car numbers FURX 960003-960227, non-inclusive.

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

Memorandum of Lease between First Union Rail Corporation, Lessor and South Carolina Public Service Authority, Lessee, covering 95 4400 cubic foot aluminum Bethgon Coalporter rotary gondola railcars, with car numbers FURX 960003-960227, 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

(SCPS005)

RECORDATION NO. 22720-A FILED

JAN 23 '01 .12-1 8 PM

TS
 SURFACE TRANSPORTATION BOARD

ASSGN. NO. SCPS005

MEMORANDUM OF LEASE

2nd

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 2nd day of November, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and South Carolina Public Service Authority, ("Lessee"), a body corporate and politic owned by and operating under the laws of the state of South Carolina.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 31, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 5 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 1, 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

By: K.A. Dombrowski

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

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

Executed on this 2nd day of Nov., 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 2ND day of NOVEMBER, 2000.

Susan Grokulskey
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



RECORDATION NO. 22720-A FILED

JAN 23 '01 12-18 PM

SURFACE TRANSPORTATION BOARD

LESSEE:

SOUTH CAROLINA PUBLIC SERVICE AUTHORITY

By: Patrick C. Runey

Name: PATRICK C RUNEY

Title: DIRECTOR FUEL PLANNING & SUPPLY

ATTEST:

By: James C. Owens

Name: JAMES C. OWENS

Title: CONTRACT ANALYST

Executed on this 2nd day of October, 2000.

[CORPORATE SEAL]

STATE OF South Carolina

COUNTY OF Berkeley

I, Kathryn S. Scott, a Notary Public of the County and State aforesaid, certify that Patrick C. Runey 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 2nd day of October, 2000.

Kathryn S. Scott
Notary Public

Commission Expires:

10/03/00
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Ninety-five (95)

DESCRIPTION OF CARS: 4400cfc aluminum BethGon Coalporter Rotary Gondola Cars

CAR NUMBERS: See below:

FURX 960003	FURX 960058	FURX 960139
FURX 960004	FURX 960059	FURX 960148
FURX 960005	FURX 960061	FURX 960153
FURX 960006	FURX 960062	FURX 960155
FURX 960008	FURX 960063	FURX 960157
FURX 960011	FURX 960064	FURX 960158
FURX 960013	FURX 960065	FURX 960162
FURX 960014	FURX 960066	FURX 960163
FURX 960015	FURX 960067	FURX 960164
FURX 960018	FURX 960069	FURX 960170
FURX 960019	FURX 960070	FURX 960173
FURX 960020	FURX 960072	FURX 960176
FURX 960021	FURX 960073	FURX 960180
FURX 960023	FURX 960074	FURX 960186
FURX 960026	FURX 960076	FURX 960190
FURX 960027	FURX 960077	FURX 960191
FURX 960033	FURX 960081	FURX 960192
FURX 960034	FURX 960082	FURX 960193
FURX 960035	FURX 960086	FURX 960199
FURX 960036	FURX 960090	FURX 960211
FURX 960037	FURX 960091	FURX 960213
FURX 960038	FURX 960092	FURX 960215
FURX 960040	FURX 960093	FURX 960216
FURX 960042	FURX 960096	FURX 960219
FURX 960044	FURX 960099	FURX 960222
FURX 960045	FURX 960105	FURX 960223
FURX 960046	FURX 960108	FURX 960227
FURX 960047	FURX 960114	Count: 95
FURX 960048	FURX 960115	
FURX 960049	FURX 960120	
FURX 960051	FURX 960121	
FURX 960054	FURX 960122	
FURX 960055	FURX 960126	
FURX 960057	FURX 960135	