



First Union Rail Corporation
 One O'Hare Center
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 Fax 847 318-7588

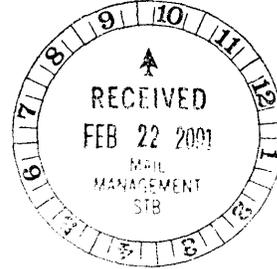
RECORDATION NO. 22057-A FILED

VIA UPS NEXT DAY AIR

February 21, 2001

FEB 26 '01 10-41 AM

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 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 22057.

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-one (91) 4150 cubic foot aluminum BethGon Coalporter rotary gondola railcars, with car numbers FURX 950026-950116, 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 91 4750 cubic foot aluminum Bethgon Coalporter rotary gondola railcars, with car numbers FURX 950026-950116, inclusive.

Also enclosed is a check in the amount of \$27.00 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

(SCPS004)

ASSGN. NO.: SCPS004

MEMORANDUM OF LEASE

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. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 4, 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
Vice President Sales & Marketing

Name: K.A. DOMBROWSKI

Title: _____

Title: DIRECTOR OF DOCUMENTATION

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

[CORPORATE SEAL]

RECORDATION NO. 22057-A FILED

FEB 26 '01 10-41 AM

STATE OF ILLINOIS

COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

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 Grokulska
Notary Public

My Commission Expires:
8-14-2004
(Notary Public)



LESSEE:

SOUTH CAROLINA PUBLIC SERVICE AUTHORITY

By: Patrick C. Runey

Name: PATRICK C. RUNEY

Title: DIRECTOR FIRE 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-one (91)

DESCRIPTION OF CARS: 4150cfc aluminum BethGon Coalporter Rotary Gondola Cars

CAR NUMBERS: See below:

FURX	950026	FURX	950065	FURX	950104
FURX	950027	FURX	950066	FURX	950105
FURX	950028	FURX	950067	FURX	950106
FURX	950029	FURX	950068	FURX	950107
FURX	950030	FURX	950069	FURX	950108
FURX	950031	FURX	950070	FURX	950109
FURX	950032	FURX	950071	FURX	950110
FURX	950033	FURX	950072	FURX	950111
FURX	950034	FURX	950073	FURX	950112
FURX	950035	FURX	950074	FURX	950113
FURX	950036	FURX	950075	FURX	950114
FURX	950037	FURX	950076	FURX	950115
FURX	950038	FURX	950077	FURX	950116
FURX	950039	FURX	950078	Count:	91
FURX	950040	FURX	950079		
FURX	950041	FURX	950080		
FURX	950042	FURX	950081		
FURX	950043	FURX	950082		
FURX	950044	FURX	950083		
FURX	950045	FURX	950084		
FURX	950046	FURX	950085		
FURX	950047	FURX	950086		
FURX	950048	FURX	950087		
FURX	950049	FURX	950088		
FURX	950050	FURX	950089		
FURX	950051	FURX	950090		
FURX	950052	FURX	950091		
FURX	950053	FURX	950092		
FURX	950054	FURX	950093		
FURX	950055	FURX	950094		
FURX	950056	FURX	950095		
FURX	950057	FURX	950096		
FURX	950058	FURX	950097		
FURX	950059	FURX	950098		
FURX	950060	FURX	950099		
FURX	950061	FURX	950100		
FURX	950062	FURX	950101		
FURX	950063	FURX	950102		
FURX	950064	FURX	950103		