



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

March 13, 2001

RECORDATION NO. 23349-B FILED

MAR 22 '01 9-53 AM
 TS
 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 September 28, 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 23349.

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: Florida Rock Industries, Inc. 155 East 21 st Street Jacksonville, FL 32201
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A description of the railroad equipment covered by the enclosed document is twelve (12) 2300 cubic foot open top hopper cars, with car numbers FURX 911005-911184, non-inclusive.

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

Memorandum of Lease between First Union Rail Corporation, Lessor and Florida Rock Industries, Inc., Lessee, covering 12 2300 cubic foot open top hopper cars, with car numbers FURX 911005-911184, non-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

(FLRK010)

ASSGN. NO.: FLRK010

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 28th day of September 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Florida Rock Industries, Inc. ("Lessee"), a Florida corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of February 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 6 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 20, 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: [Signature]
Name: K. A. DOMBRONSKI
Title: DIRECTOR OF DOCUMENTATION
By: [Signature]
Name: RICHARD E. SEYMOUR
Title: Vice President Sales & Marketing
Executed on this 28th day of Sept., 2000.

[CORPORATE SEAL]

STATE OF ILLINOIS

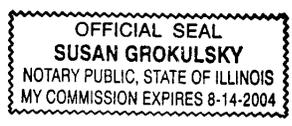
COUNTY OF COOK

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 28th day of September, 2000.

[Signature]
Notary Public

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



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SURFACE TRANSPORTATION BOARD

LESSEE:

FLORIDA ROCK INDUSTRIES, INC.

ATTEST:

By: William H. Johnson
Name: William H. Johnson
Title: Director - Customer Service

By: _____
Name: _____
Title: _____

Executed on this 26 day of Sept, 2000.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Hewitt

I, Faye A. Lee, a Notary Public of the County and State aforesaid, certify that William H. Johnson 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 26 day of September, 2000.

Faye A. Lee
Notary Public

My Commission Expires:

(Notary Public)



Notary Public, State of Florida
FAYE A. LEE
My Comm. Exp. Feb. 12, 2001
Comm. No. CC 613699

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twelve (12)

DESCRIPTION OF CARS: 2300cfc, open top hoppers

CAR NUMBERS: FURX 911005, 911010, 911023, 911037, 911050, 911056, 911063,
911072, 911151, 911158, 911163, 911184