



First Union Rail Corporation  
 NC5811  
 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

May 10, 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 March 26, 2001, 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 22647.

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>
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A description of the railroad equipment covered by the enclosed document is twenty-eight (28) 50'6" Plate F boxcars with car numbers CSXT 151025-151173, non-inclusive.

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

Memorandum of Lease between First Union Rail Corporation, Lessor and CSX Transportation, Inc., Lessee, covering 28 50'6" Plate F boxcars with car numbers CSXT 151025-151173, non-inclusive.

Also enclosed is a check in the amount of \$28.00 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

(CSXT042)

RECORDATION NO. 22647-B FILED

MAY 23 '01 10-42 AM  
 Ts  
 SURFACE TRANSPORTATION BOARD

ASSGN. NO. CSXT042

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26<sup>th</sup> day of March, 2001 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CSX Transportation, Inc., a Virginia corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of January 16, 1995, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 19 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of January 1, 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  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

By: [Signature]  
Name: [Signature]  
Title: [Signature]

Executed on this 26<sup>th</sup> day of March, 2001

[CORPORATE SEAL]

REGISTRATION NO. 22647-B FILED

STATE OF ILLINOIS  
COUNTY OF COCK

MAY 23 '01 10-42 AM

**SURFACE TRANSPORTATION BOARD**

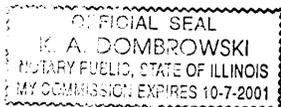
I, K. A. Dombrowski, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 26<sup>th</sup> day of March, 2001.

[Signature]  
Notary Public

My Commission Expires:

10-7-2001  
(Notary Public)



**LESSEE:**

CSX TRANSPORTATION, INC.

ATTEST:

By: [Signature]  
Name: JAMES ESTHER  
Title: \_\_\_\_\_

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Executed on this 20 day of March, 2001.

[CORPORATE SEAL]

STATE OF Florida  
COUNTY OF Duval

I, Linda L Avery, a Notary Public of the County and State aforesaid, certify that James E Snyder 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 20th day of March, 2001.

[Signature]  
Notary Public

My Commission Expires:  
7/19/2002  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Twenty-eight (28)

DESCRIPTION OF CARS: 50' 6" Plate F Boxcars with 12' plug doors and  
15" E.O.C. cushioning

CAR NUMBERS: See listed below:

CSXT	151025
CSXT	151031
CSXT	151035
CSXT	151047
CSXT	151049
CSXT	151051
CSXT	151053
CSXT	151059
CSXT	151065
CSXT	151067
CSXT	151078
CSXT	151092
CSXT	151095
CSXT	151101
CSXT	151105
CSXT	151115
CSXT	151118
CSXT	151120
CSXT	151136
CSXT	151137
CSXT	151139
CSXT	151140
CSXT	151142
CSXT	151151
CSXT	151154
CSXT	151160
CSXT	151172
CSXT	151173
Count:	28