



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

May 10, 2001

VIA UPS NEXT DAY AIR



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 22684.

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: CSX Transportation, Inc. 500 Water Street Jacksonville, FL 32202
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A description of the railroad equipment covered by the enclosed document is ninety-two (92) 50'6" Plate F boxcars with car numbers NOKL 560803-570698, 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 92 50'6" Plate F boxcars with car numbers NOKL 560803-570698, 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
 Tiffany Chase-Morrison
 Manager of Documentation

Enclosures

(CSXT041)

RECORDATION NO. 22684-B

MAY 23 '01 10-47 AM
 TS
SURFACE TRANSPORTATION BOARD

ASSGN. NO. CSXT041

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26th 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. 18 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: [Signature]
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing
Executed on this 26th day of March, 2001

[CORPORATE SEAL]

STATE OF ILLINOIS

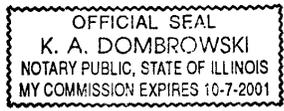
COUNTY OF COOK

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 26th day of March, 2001.

[Signature]
Notary Public

My Commission Expires:
10-7-2001
(Notary Public)



RECORD NO. 22684-B

MAY 23 '01 10-47 AM

SURFACE TRANSPORTATION BOARD

LESSEE:

CSX TRANSPORTATION, INC.

ATTEST:

By: *James E Snyder*
Name: VP Product Dev
Title: 3/20/01

By: _____
Name: _____
Title: _____

Executed on this 20th 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.

Linda L Avery
Notary Public

My Commission Expires:

7/19/2002
(Notary Public)



