



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 three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated April 3, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement that was duly filed with the Commission under Recordation number 21342.

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: Elgin, Joliet &amp; Eastern Railway Co.          135 Jamison Lane          Monroeville, PA 15146</p>
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A description of the railroad equipment covered by the enclosed document is two hundred (200) 110 ton covered coil cars equipped with single insulated covers and six (6) coil stops, with car numbers EJE 7500 - 7699, inclusive.

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

Memorandum of Lease between First Union Rail Corporation, Lessor and Elgin, Joliet & Eastern Railway Company, Lessee, covering 200 110 ton covered coil cars equipped with single insulated covers and six (6) coil stops with car numbers EJE 7500 - 7699.

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

(EJE008)

RECORDATION NO. 21342-B FILED

MAY 23 '01 11:18 AM  
 TS  
 SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 3rd day of April, 2001, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Elgin, Joliet and Eastern Railway Company ("Lessee"), a Delaware corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of December 19, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 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: K.A. Dombrowski  
Name: K.A. Dombrowski  
Title: DIRECTOR OF DOCUMENTATION

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

Executed on this 3rd day of April, 2001.

[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 3rd day of April, 2001.

Susan Grokulska  
Notary Public

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



RECORDATION NO. 21342-B

MAY 23 '01 11:08 AM

SURFACE TRANSPORTATION BOARD

LESSEE:

ELGIN, JOLIET AND EASTERN RAILWAY COMPANY

By: J. Prannitis

Name: J.C. PRANNITIS

Title: VP MIDWEST OPERATIONS

ATTEST:

By: Chono

Name: CHRISTOPHER T. COMO

Title: ATTORNEY AND ASSISTANT SECY Executed on this 23<sup>rd</sup> day of MARCH, 2001.

[CORPORATE SEAL]

STATE OF PENNSYLVANIA

COUNTY OF Allegheny

I, PATRICIA L. KIRK, a Notary Public of the County and State aforesaid, certify that J.C. PRANNITIS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23<sup>rd</sup> day of MARCH, 2004

Patricia L. Kirk  
Notary Public

Commission Expires:

July 13, 2004  
(Notary Public)

Notarial Seal  
Patricia L. Kirk, Notary Public  
Monroeville Boro, Allegheny County  
My Commission Expires July 13, 2004

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

NUMBER OF CARS: Two hundred (200)

DESCRIPTION OF CARS: Coil steel cars with 6 coil stops, and single insulated covers (28" bale),  
Alstom built, 110-Ton

CAR NUMBERS: EJE 7500-7699