



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

December 21, 2000

Mr. Vernon E. Williams
 Surface Transportation Board
 1925 K Street, N.W., Room 704
 Washington, DC 20423-0001
 Attn: Recordation of Railroad Equipment

RECEIVED
 DEC 22 2000
 MAIL
 MANAGEMENT
 STB

VIA UPS NEXT DAY AIR

RECORDATION NO. 226474 FILED

DEC 27 '00 12:26 PM

SURFACE TRANSPORTATION BOARD

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 December 6, 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 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 12' plug doors and 15" E.O.C. cushioning, 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 12' plug doors and 15" E.O.C. cushioning, with car numbers CSXT 151025-151173, non-inclusive.

Also enclosed is a check in the amount of \$26.00 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

(CSXT037)

RECORDATION NO. 22647A FILED

ASSGN. NO. CSXT037

MEMORANDUM OF LEASE

DEC 27 '00 12:26 PM

SURFACE TRANSPORTATION BOARD 6th

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6th day of December, 2000 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. 13 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of February 21, 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. DONOFRONSKI
Title: DIRECTOR OF DOCUMENTATION

By: [Signature]
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 6th day of December, 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 6th day of December, 2000.

[Signature]
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

CSX TRANSPORTATION, INC.

ATTEST:

[Signature]
By: _____

Name: James Tiley

Title: Asst. Treas.

By: _____

Name: _____

Title: _____

Executed on this 18 day of Nov, 2000.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

Linda L. Avery, a Notary Public of the County and State aforesaid, certify that James Tiley 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 18 day of November, 2000.

[Signature]
Notary Public

My Commission Expires:

7/19/2002
(Notary Public)

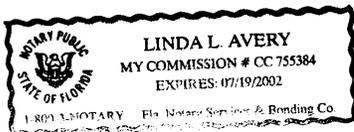


EXHIBIT A
to
MEMORANDUM OF LEASE

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