



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

RECORDATION NO. 22260-C FILED

VIA UPS NEXT DAY AIR

September 14, 2001

SEP 18 '01 19-81 AM

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 one (1) original and three (3) copies of a Memorandum of Lease Agreement, dated June 4, 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 22260.

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> |
|---|---|

A description of the railroad equipment covered by the enclosed document is fifty (50) 66 foot gondolas cars with car numbers NOKL 360001-360199, 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 50 66' gondola cars with car numbers NOKL 360001-360199, 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

(CSXT044)

ASSGN. NO. CSXT044

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 4th day of June, 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. 20 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of April 16, 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 4th day of June, 2001

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

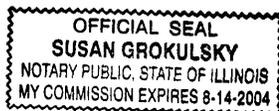
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4th day of June, 2001.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



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SURFACE TRANSPORTATION BOARD

LESSEE:

CSX TRANSPORTATION, INC.

ATTEST:

By: _____
Name: _____
Title: _____

By: JAMES E. SUTHER
Name: _____
Title: VP Product Performance

Executed on this 24th day of May, 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 Suther 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 24th day of May, 2001.

Linda L Avery
Notary Public

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

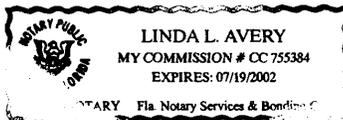


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty (50)

DESCRIPTION OF CARS: 66' gondola cars, 286 grl

CAR NUMBERS: See listed below:

| | |
|-------------|---------------|
| NOKL 360001 | NOKL 360112 |
| NOKL 360003 | NOKL 360114 |
| NOKL 360007 | NOKL 360116 |
| NOKL 360008 | NOKL 360119 |
| NOKL 360017 | NOKL 360120 |
| NOKL 360019 | NOKL 360124 |
| NOKL 360020 | NOKL 360127 |
| NOKL 360021 | NOKL 360130 |
| NOKL 360025 | NOKL 360136 |
| NOKL 360032 | NOKL 360137 |
| NOKL 360035 | NOKL 360143 |
| NOKL 360039 | NOKL 360145 |
| NOKL 360057 | NOKL 360150 |
| NOKL 360059 | NOKL 360157 |
| NOKL 360061 | NOKL 360160 |
| NOKL 360063 | NOKL 360162 |
| NOKL 360064 | NOKL 360165 |
| NOKL 360066 | NOKL 360177 |
| NOKL 360067 | NOKL 360179 |
| NOKL 360068 | NOKL 360187 |
| NOKL 360073 | NOKL 360188 |
| NOKL 360079 | NOKL 360189 |
| NOKL 360088 | NOKL 360193 |
| NOKL 360097 | NOKL 360199 |
| NOKL 360103 | Count: 50 |
| NOKL 360104 | |