



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

October 11, 2001

RECORDATION NO. 22572-D FILED

VIA UPS 2nd DAY AIR

OCT 19 '01 8-39 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 three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated October 9, 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 22572.

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: Ackerman Beardsley Bennett, Inc.
 168 Battery Street
 Burlington, VT 05401

A description of the railroad equipment covered by the enclosed document is one hundred (100) 4750 cubic foot covered hopper cars, with car marks FURX, GROX and RUSX (see Exhibit A for exact car numbers).

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

Memorandum of Lease between First Union Rail Corporation, Lessor and Ackerman Beardsley Bennett, Inc., Lessee, covering 100 4750 cubic foot covered hopper cars, with car marks FURX, GROX and RUSX (See Exhibit A for exact car numbers).

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) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulsky
 Susan Grokulsky
 Manager - Documents Administration

Enclosures

(ABB019)

ASSGN. NO.: ABB1019

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 9th day of October, 2001, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Ackerman, Beardsley, Bennett, Inc., ("Lessee"), a Vermont corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 14 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 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. Dambrowski
Name: K.A. DAMBROWSKI
Title: DIRECTOR OF DOCUMENTATION

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

Executed on this 9th day of Oct., 2001.

[CORPORATE SEAL]

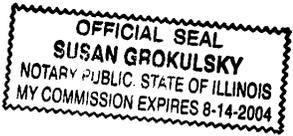
STATE OF ILLINOIS
COUNTY OF COOK

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 9th day of October, 2001.

Susan Grokulska
Notary Public

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



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LESSEE:

ACKERMAN, BEARDSLEY, BENNETT, INC.

By: *[Signature]*

Name: DON APPE

Title: PRES.

ATTEST:

By: *[Signature]*

Name: KAREN L. ROWELL

Title: ADM. ASSIST.

Executed on this 26th day of September 2001.

[CORPORATE SEAL]

STATE OF Vermont

COUNTY OF Chittenden

I, KAREN L. ROWELL, a Notary Public of the County and State aforesaid, certify that DON APPE 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 September, 2001.

[Signature]
Notary Public

Commission Expires:

2/10/03
(Notary Public)

