



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-E FILED  
 OCT 19 '01 8-47 AM

VIA UPS 2<sup>nd</sup> 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 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:

<p>Lessor: First Union Rail Corporation          One O'Hare Center          6250 River Road, Suite 5000          Rosemont, IL 60018</p>	<p>Lessee: Ackerman Beardsley Bennett, Inc.          168 Battery Street          Burlington, VT 05401</p>
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A description of the railroad equipment covered by the enclosed document is sixty-four (64) 4750 cubic foot covered hopper cars, with car marks FURX (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 64 4750 cubic foot covered hopper cars, with car marks FURX (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 Grokulskey*

Susan Grokulskey  
 Manager - Documents Administration

Enclosures

(ABB1020)

ASSGN. NO.: ABBI020

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 9<sup>th</sup> 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. 15 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. 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 9<sup>th</sup> 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 9<sup>th</sup> day of October, 2001.

Susan Grokulska  
Notary Public

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

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SURFACE TRANSPORTATION BOARD

**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 26 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 26<sup>th</sup> day of September, 2001.

*[Signature]*  
Notary Public

Commission Expires:

2/10/03  
(Notary Public)

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

NUMBER OF CARS: Sixty-four (64)

DESCRIPTION OF CARS: 4750 c.f. Covered Hoppers

CAR NUMBERS: See below:

FURX 850052	FURX 850809
FURX 850087	FURX 850849
FURX 850118	FURX 850854
FURX 850173	FURX 850859
FURX 850178	FURX 850862
FURX 850194	FURX 850869
FURX 850239	FURX 850874
FURX 850255	FURX 850889
FURX 850258	FURX 850890
FURX 850279	FURX 850893
FURX 850290	FURX 851016
FURX 850299	FURX 851017
FURX 850304	FURX 851020
FURX 850341	FURX 851023
FURX 850359	FURX 851038
FURX 850377	FURX 851039
FURX 850390	FURX 851043
FURX 850391	FURX 851046
FURX 850398	FURX 851054
FURX 850450	FURX 851059
FURX 850455	FURX 851061
FURX 850542	FURX 851064
FURX 850549	FURX 851066
FURX 850551	FURX 851071
FURX 850558	FURX 851078
FURX 850662	FURX 851082
FURX 850696	FURX 851092
FURX 850754	FURX 851094
FURX 850758	FURX 851096
FURX 850760	FURX 851099
FURX 850768	Count: 64
FURX 850784	
FURX 850799	
FURX 850804	