



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

November 27, 2001

RECORDATION NO. 22260-E FILED

NOV 29 '01 2-57 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2ND 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 two (1) original and two (2) copies of a Memorandum of Lease Agreement, dated October 30, 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:

Lessor: First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018	Lessee: CSX Transportation, Inc. 500 Water Street Jacksonville, FL 32202
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A description of the railroad equipment covered by the enclosed document is ninety-eight (98) 4600/4650/4700 cu. ft. covered hopper cars, with car marks FURX, NOKL and RUSX (see Exhibit A for car numbers).

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 ninety-eight (98), 4600/4650/4700 cu. ft. covered hopper cars, with car marks FURX, NOKL and RUSX (see Exhibit A for 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 of Documentation

Enclosures

(CSXT045)

ASSIGN: CSXT045

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 30th day of October, 2001, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CSX Transportation, Inc., ("Lessee"), a Virginia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 16, 1995, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 21 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 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: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

By: K.A. Dombrowski
Name: K.A. DOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION Executed on this 30th 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 30th day of October, 2001.

Susan Grokulsky
Notary Public

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



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SURFACE TRANSPORTATION BOARD

LESSEE:

CSX TRANSPORTATION, INC.

By: James E Snyder

Name: JAMES E SNYDER

Title: VP Product Program

ATTEST:

By: Mick Yvanovic

Name: Mick YVANOVIC

Title: General Counsel

Executed on this _____ day of _____, 2001.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

I, Dorothy A. McDowell, a Notary Public of the County and State aforesaid, certify that James E. Snyder 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 October, 2001.

Dorothy A. McDowell
Notary Public

Commission Expires:

11/22/03
(Notary Public)

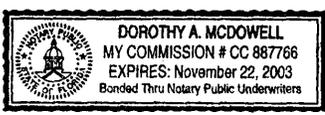


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Ninety-eight (98)

DESCRIPTION OF CARS: 4600/4650/4700 cu. ft. Covered Hopper Cars

CAR NUMBERS: See below:

FURX	815212	FURX	815466	NOKL	820018
FURX	815217	FURX	815469	NOKL	820019
FURX	815218	FURX	815470	NOKL	820020
FURX	815220	FURX	815473	NOKL	820021
FURX	815223	FURX	815478	NOKL	820022
FURX	815224	FURX	818500	NOKL	820024
FURX	815226	FURX	818504	RUSX	800247
FURX	815234	FURX	818512	RUSX	800256
FURX	815236	FURX	818524	RUSX	800264
FURX	815239	FURX	818547	RUSX	800265
FURX	815244	FURX	818565	RUSX	800278
FURX	815252	FURX	824509	RUSX	800290
FURX	815260	NOKL	815321	RUSX	800291
FURX	815266	NOKL	818503	RUSX	800486
FURX	815272	NOKL	818505	Count:	98
FURX	815273	NOKL	818506		
FURX	815277	NOKL	818511		
FURX	815282	NOKL	818517		
FURX	815283	NOKL	818518		
FURX	815284	NOKL	818525		
FURX	815292	NOKL	818531		
FURX	815378	NOKL	818535		
FURX	815380	NOKL	818537		
FURX	815381	NOKL	818540		
FURX	815383	NOKL	818550		
FURX	815403	NOKL	818551		
FURX	815405	NOKL	818560		
FURX	815407	NOKL	818572		
FURX	815410	NOKL	818576		
FURX	815414	NOKL	818590		
FURX	815417	NOKL	818591		
FURX	815422	NOKL	818595		
FURX	815426	NOKL	820000		
FURX	815435	NOKL	820001		
FURX	815444	NOKL	820003		
FURX	815446	NOKL	820004		
FURX	815447	NOKL	820005		
FURX	815448	NOKL	820010		
FURX	815454	NOKL	820013		
FURX	815459	NOKL	820014		
FURX	815460	NOKL	820015		
FURX	815465	NOKL	820016		