



First Union Rail Corporation
 NC5811
 One O'Hare Center
 6250 River Road, Suite 5000
 Rosemont, IL 60018-4214
 Tel 847 318-7575
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December 17, 2001

RECORDATION NO. 22722-B FILED

VIA UPS 2ND DAY AIR

DEC 17 '01 1-41 PM

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 two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated December 13, 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 22722.

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: StatesRail, Inc. 7557 Rambler Road Suite 280 Dallas, TX 75231</p>
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A description of the railroad equipment covered by the enclosed document is one hundred eighty-eight (188) 4650/4700/4750 cubic foot covered hopper cars, with car marks WGR (see Exhibit A for numbers).

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

Memorandum of Lease between First Union Rail Corporation, Lessor and StatesRail, Inc., Lessee, covering 188, 4650/4700/4750 cubic foot covered hopper cars, with car marks WGR (see Exhibit A for 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
 Manager - Documents Administration

Enclosures

(STRR006)

ASSGN. NO. STRR006

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 13th day of December, 2001, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and StatesRail, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 30, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 6 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 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
Vice President Sales & Marketing

By: K.A. Dombrowski

Name: K. A. Dombrowski

Title: DIRECTOR OF DOCUMENTATION

Title: _____

Executed on this 13th day of December, 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 13th day of December, 2001.

Susan Grokulska
Notary Public

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



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DEC 17 '01 1:41 PM

SURFACE TRANSPORTATION BOARD

LESSEE:

STATESRAIL, INC.

By: [Signature]

Name: MICHAEL A. HAEG

Title: V.P. MARKETING

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this 11th day of December, 2001.

[CORPORATE SEAL]

STATE OF TEXAS

COUNTY OF DALLAS

I, SUZANNE K BOBERMIN a Notary Public of the County and State aforesaid, certify that MICHAEL A HAEG 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 11th day of DECEMBER, 2001.

Suzanne K Bobermin
Notary Public

Commission Expires:

9-22-02
(Notary Public)



EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred eighty-eight (188)

DESCRIPTION OF CARS: 4650/4700/4750 cu. ft. Covered Hopper Cars

CAR NUMBERS: See list below:

WGR 5001	WGR 7030	WGR 7129	WGR 16167	WGR 16292
WGR 5002	WGR 7034	WGR 7131	WGR 16168	WGR 16297
WGR 5003	WGR 7035	WGR 7133	WGR 16170	WGR 16304
WGR 5004	WGR 7039	WGR 7136	WGR 16176	WGR 16306
WGR 5005	WGR 7040	WGR 7141	WGR 16178	WGR 16309
WGR 5006	WGR 7041	WGR 7142	WGR 16182	WGR 16313
WGR 5007	WGR 7042	WGR 7146	WGR 16184	WGR 16318
WGR 5008	WGR 7044	WGR 7147	WGR 16187	WGR 16322
WGR 5009	WGR 7046	WGR 7148	WGR 16193	WGR 16330
WGR 5010	WGR 7051	WGR 7149	WGR 16197	WGR 16334
WGR 5011	WGR 7054	WGR 7153	WGR 16198	WGR 16342
WGR 5012	WGR 7055	WGR 7164	WGR 16203	WGR 16361
WGR 5013	WGR 7061	WGR 7165	WGR 16212	WGR 16371
WGR 5014	WGR 7062	WGR 7170	WGR 16213	WGR 16377
WGR 5015	WGR 7067	WGR 7171	WGR 16215	WGR 16383
WGR 5016	WGR 7068	WGR 7174	WGR 16217	WGR 16384
WGR 5017	WGR 7071	WGR 7177	WGR 16219	WGR 16387
WGR 5019	WGR 7072	WGR 7180	WGR 16221	WGR 16391
WGR 5021	WGR 7073	WGR 7183	WGR 16223	WGR 16401
WGR 5051	WGR 7074	WGR 7187	WGR 16225	WGR 16404
WGR 5052	WGR 7080	WGR 7188	WGR 16228	WGR 16408
WGR 5053	WGR 7083	WGR 7190	WGR 16233	WGR 16419
WGR 5055	WGR 7085	WGR 7195	WGR 16234	WGR 16427
WGR 5056	WGR 7087	WGR 16109	WGR 16236	WGR 16431
WGR 5057	WGR 7088	WGR 16110	WGR 16237	WGR 16450
WGR 5058	WGR 7092	WGR 16120	WGR 16240	WGR 16452
WGR 5059	WGR 7094	WGR 16123	WGR 16241	WGR 16477
WGR 5060	WGR 7095	WGR 16125	WGR 16242	WGR 16479
WGR 7000	WGR 7097	WGR 16126	WGR 16245	WGR 16483
WGR 7003	WGR 7106	WGR 16132	WGR 16246	WGR 16484
WGR 7005	WGR 7111	WGR 16134	WGR 16250	WGR 16498
WGR 7006	WGR 7114	WGR 16135	WGR 16258	WGR 815199
WGR 7007	WGR 7117	WGR 16137	WGR 16264	Count 188
WGR 7017	WGR 7118	WGR 16140	WGR 16266	:
WGR 7021	WGR 7120	WGR 16141	WGR 16273	
WGR 7022	WGR 7123	WGR 16155	WGR 16274	
WGR 7024	WGR 7124	WGR 16159	WGR 16279	
WGR 7027	WGR 7126	WGR 16164	WGR 16283	
WGR 7029	WGR 7127	WGR 16165	WGR 16291	