



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

VIA UPS NEXT DAY AIR

October 11, 2000

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 February 7, 2000, 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 21820 on December 2, 1998.

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: Gateway Western Railway 114 Eleventh Street Kansas City, MO 64105-1804</p>
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A description of the railroad equipment covered by the enclosed document is seventy-five (75) 100 ton 52 foot gondola railcars, with car numbers GWWR 003025 - 003099, inclusive.

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

Memorandum of Lease between First Union Rail Corporation, Lessor and Gateway Western Railway, Lessee, covering 75 100 ton, 52 foot gondola railcars, with car numbers GWWR 003025 - 003099, inclusive.

Also enclosed is a check in the amount of \$26.00 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

(GWWR006)

RECORDATION NO. 21820-A FILED

OCT 17 '00 11-11 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of February, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Gateway Western Railway Company ("Lessee"), an Illinois corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 4, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 of the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of Jan 1, 2000 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. Sambrowski
Name: K. A. Sambrowski
Title: DIRECTOR OF DOCUMENTATION

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

Executed on this 9th day of March, 2000

[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 MARCH, 2000.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2000
(Notary Public)



RECORDATION NO. 21820-A FILED

OCT 17 '00 11-11 AM

SURFACE TRANSPORTATION BOARD

LESSEE:

GATEWAY WESTERN RAILWAY
COMPANY

By: Steven Heffley

Name: Steven Heffley

Title: ASSIST. CHIEF TRANSPORTATION OFFICER-
NETWORK SERVICES

ATTEST:

By: Richard P. Bruening

Name: Richard P. Bruening

Title: Vice President &
Secretary

Executed on this 3rd day of March, 2000.

[CORPORATE SEAL]

STATE OF Missouri

COUNTY OF Jackson

I, Julie A. Robinson, a Notary Public of the
County and State aforesaid, certify that Steven Heffley 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 3rd day of March, 2000

Julie A. Robinson
Notary Public

Commission Expires:

(Notary Public)

JULIE A. ROBINSON
Notary Public - Notary Seal
Commissioned in Jackson County
My Commission Expires July 14, 2002

**EXHIBIT A
to
MEMORANDUM OF LEASE**

NUMBER OF CARS: Seventy-five (75)

DESCRIPTION OF CARS: 100-Ton 52 ft. Gondola Railcars

CAR NUMBERS: GWWR 003025 through GWWR 003099, inclusive.