



First Union Rail Corporation  
 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

RECORDATION NO. 23419 FILED

March 13, 2001

MAR 22 '01 9-42 AM

TS  
 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 August 22, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. 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: Borden Chemicals and Plastics          Limited Partnership          P.O. Box 427          Geismar, LA 70734</p>
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A description of the railroad equipment covered by the enclosed document is eighteen (18) 5851 cubic foot covered hopper cars, with car numbers TQEX 58004 - 58493, non-inclusive.

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

Memorandum of Lease between First Union Rail Corporation, Lessor and Borden Chemicals and Plastics Limited Partnership, Lessee, covering 18 5851 cubic foot covered hopper cars, with car numbers TQEX 58004- 58493, non-inclusive.

Also enclosed is a check in the amount of \$27.00 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

(BORD003)

ASSGN. NO. BORD003

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 22nd day of August, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Borden Chemicals and Plastics Limited Partnership ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 14, 2000, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 21, 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: [Signature]  
Name: K.A. Dombrowski  
Title: DIRECTOR OF DOCUMENTATION

By: [Signature]  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 22nd day of Aug., 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 22nd day of August, 2000.

[Signature]  
Notary Public

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



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SURFACE TRANSPORTATION BOARD

**LESSEE:**

BORDEN CHEMICALS AND PLASTICS LIMITED PARTNERSHIP

By: *Farley Kinchen*

Name: *FARLEY KINCHEN*

Title: *Manager Rail operations*

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this *14<sup>th</sup>* day of *August*, 2000.

[CORPORATE SEAL]

STATE OF *Louisiana*

COUNTY OF *Ascension*

I, *Suzette H. Dugas*, a Notary Public of the County and State aforesaid, certify that *FARLEY KINCHEN* 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 *14* day of *August*, 2000.

*Suzette H. Dugas*  
Notary Public *Suzette H. Dugas*

Commission Expires:

*With life*  
(Notary Public)

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

NUMBER OF CARS:           Eighteen (18)

DESCRIPTION OF CARS:   5851 cfc. covered hopper cars

CAR NUMBERS:            See below

TQEX	58004
TQEX	58012
TQEX	58039
TQEX	58229
TQEX	58243
TQEX	58257
TQEX	58258
TQEX	58260
TQEX	58330
TQEX	58339
TQEX	58358
TQEX	58378
TQEX	58387
TQEX	58396
TQEX	58446
TQEX	58454
TQEX	58489
TQEX	58493
Count:	18