



First Union Rail Corporation
 One O'Hare Centre
 6250 River Road, Suite 5000
 Rosemont, IL 60018
 Tel 847 318-7575
 Fax 847 318-7588

RECORDATION NO. 23707 FILED

VIA UPS 2nd DAY AIR

October 11, 2001

OCT 18 '01 10-21 AM

Mr. Vernon E. Williams
 Surface Transportation Board
 1925 K Street, N.W., Room 704
 Washington, DC 20423-0001
 Attn: Recordation of Railroad Equipment

SURFACE TRANSPORTATION BOARD



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 7, 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:

Lessor: First Union Rail Corporation
 One O'Hare Center
 6250 River Road, Suite 5000
 Rosemont, IL 60018

Lessee: Arteva Specialties, S.a.r.l.
 d/b/a KOSA
 4501 Charlotte Park Drive
 Charlotte, NC 28217-1979

A description of the railroad equipment covered by the enclosed document is one (1) RX500 switching locomotive, 600 hp, Unit KOSA 11, Serial No. K50A011.

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

Memorandum of Lease between First Union Rail Corporation, Lessor and Arteva Specialties, S.a.r.l., Lessee, covering 1 RX500 switching locomotive, Unit KOSA 11, Serial No. K50A011.

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 - Documents Administration

Enclosures

(KOSA001)

KOSA001

EXHIBIT A
to
RIDER NO. 1

RECORDATION NO. 23707 FILED

OCT 18 '01 11-21 AM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 7th day of August, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and ARTEVA SPECIALTIES, S.a.r.l., d/b/a KOSA ("Lessee"), a Luxembourg Corporation with a facility located at 4501 Charlotte, NC 28217-1979.
Charlotte Park Drive

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 1, 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 September 19, 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: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing
Executed on this 7th day of August, 2000.

By: K.A. Dombrowski
Name: K.A. DOMBROWSKI
Title: DIRECTOR OF DOCUMENTATION

[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 7th day of August, 2000.
Susan Grokulska
Notary Public

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

LESSEE:

ARTEVA SPECIALTIES, S.a.r.l., d/b/a KOSA

ATTEST:

By: Terry Hammond
Name: Terry Hammond
Title: US Region Director
Executed on this 1 day of August, 2000.



[CORPORATE SEAL]

STATE OF North Carolina

COUNTY OF Mecklenburg

I, Jerry Eizenberg, a Notary Public of the County and State aforesaid, certify that Jerry Hammond 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 15 day of August, 2000.

Jerry Eizenberg
Notary Public

My Commission Expires:
9/4/2004
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

One (1) RX500 Switching Locomotive, 600hp

Unit KOSA 11 - Serial No. K50A011