



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

RECORDATION NO. 23804 FILED

JAN 02 '02 11-46 AM

VIA UPS 2<sup>ND</sup> DAY AIR

SURFACE TRANSPORTATION BOARD

December 27, 2001

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 three (3) originals and two (2) copies of a Memorandum of Lease Agreement, dated December 20, 2001, 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:

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: The Goodyear Tire &amp; Rubber Company          1144 East Market Street          Akron, Ohio 44316-0001</p>
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A description of the railroad equipment covered by the enclosed document is one (1) 10,293 gallon, exterior coiled, Hersite-lined, DOT spec. as 111A100W-3 tank car, with car number NDYX 065666.

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

Memorandum of Lease between First Union Rail Corporation, Lessor and The Goodyear Tire & Rubber Company, covering one (1) 10,293 gallon, exterior coiled, Hersite-lined, DOT spec. as 111A100W-3 tank car, with car number NDYX 065666.

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

(GDYR010)

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SURFACE TRANSPORTATION BOARD

(GDYR010)

ASSGN. NO.: GDYR010

MEMORANDUM OF LEASE

20th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the day of December, 2001, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and The Goodyear Tire & Rubber Company ("Lessee"), an Ohio corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 6, 2001, 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 6, 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

By: K.A. Dombrowski

Name: RICHARD F. SEYMOUR

Name: K.A. Dombrowski

Title: Vice President Sales & Marketing

Title: DIRECTOR OF DOCUMENTATION

Executed on this 20th day of Dec., 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 20th day of December, 2001.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



**LESSEE:**

THE GOODYEAR TIRE & RUBBER COMPANY

By: Jonathan D Rich

NAME: J D Rich

12/7/01

ATTEST: B Bell

B Bell, Assistant Secretary

TITLE: President - Chemical Division

Executed on this 7th day of December, 2001.

[CORPORATE SEAL]

STATE OF OHIO

COUNTY OF SUMMIT

I, Audrey H Sims, a Notary Public of the County and State aforesaid, certify that Jonathan D Rich 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 December, 2001.

Audrey H. Sims  
Notary Public

Commission Expires:

(Notary Public)

AUDREY H. SIMS, Notary Public  
Residence - Summit County  
State Wide Jurisdiction, Ohio  
My Commission Expires Feb 1 2004

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

NUMBER OF CARS: One (1)  
CAR DESCRIPTIONS: 10,293 gallon, exterior coiled, lined, 111A100W3 Tank Car  
CAR NUMBERS: NDYX 065666

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**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

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

By: K.A. Dombrowski

Name: K.A. DOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION

Executed on this 20th day of Dec., 2001.

[CORPORATE SEAL]

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