



First Union Rail Corporation
 NC5811
 Commercial Leasing Group
 One O'Hare Centre
 6250 River Road, Suite 5000
 Rosemont, IL 60018
 Tel 847 318-7575
 847 318-7588

RECORDATION NO. 23869 FILED

VIA UPS 2nd DAY AIR

February 14, 2002

FEB 21 '02

3:06 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 February 12, 2002, 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: Franklin Industries Inc.
 612 Tenth Avenue, North
 Nashville, TN 37203

A description of the railroad equipment covered by the enclosed document is sixty-three (63) 2494 cubic foot gondola cars, with FURX marks (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 Franklin Industries Inc., Lessee, covering sixty-three (63) 2494 cubic foot gondola cars, with FURX marks (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) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone

Manager of Documentation

Enclosures

(FR18001)

23869 3:06

ASSGN. NO.: FRIM001

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 12th day of February, 2002 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Franklin Industries Inc., a Tennessee corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of February 12, 2002, 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 February 12, 2002, 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

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

Executed on this 12th day of February, 2002

[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 12th day of February, 2002.

Susan Grokulskey
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



RECORDATION NO. 23867 FILED

FEB 21 02 3-06 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 12th day of February, 2002 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Frankm Industries Inc., a Tennessee corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of February 12, 2002, 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 February 12, 2002, 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

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

Executed on this 12th day of February, 2002

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

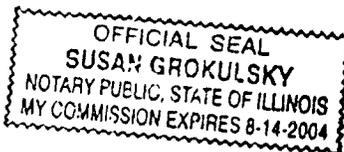
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12th day of February, 2002.

Susan Grokulskey
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



RECORDATION NO. 23867 FILED

FEB 21 02 3-06 PM

SURFACE TRANSPORTATION BOARD

LESSEE:

FRANKLIN INDUSTRIES INC.

ATTEST:

By: Robert C. Freas
Name: Robert C. Freas
Title: Vice President, Marketing

By: _____
Name: _____
Title: _____

Executed on this 5th day of February, 2002.

[CORPORATE SEAL]

STATE OF Tx

COUNTY OF Davidson

I, Andrena Porter, a Notary Public of the County and State aforesaid, certify that Robert Freas personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 5th day of February, 2002.

Andrena Porter
Notary Public

My Commission Expires:

My Commission Expires Mar 29, 2005

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Sixty-three (63)

DESCRIPTION OF CARS: 2494cfc, 52' 6" gondola cars with 5' sides and
268,000 lb. GRL

CAR NUMBERS: See below

FURX	315700	FURX	315783
FURX	315701	FURX	315784
FURX	315702	FURX	315785
FURX	315703	FURX	315786
FURX	315704	FURX	315787
FURX	315705	FURX	315788
FURX	315706	FURX	315789
FURX	315707	FURX	315790
FURX	315708	FURX	315791
FURX	315709	FURX	315793
FURX	315710	FURX	320527
FURX	315712	FURX	320531
FURX	315713	FURX	320533
FURX	315714	FURX	320534
FURX	315764	FURX	320540
FURX	315765	FURX	320541
FURX	315766	FURX	320550
FURX	315767	FURX	320552
FURX	315768	FURX	320556
FURX	315769	FURX	320557
FURX	315770	FURX	320562
FURX	315771	FURX	320566
FURX	315773	FURX	320569
FURX	315774	FURX	320572
FURX	315775	FURX	320574
FURX	315776	FURX	320577
FURX	315777	FURX	320578
FURX	315778	FURX	320579
FURX	315779	FURX	315711
FURX	315780	FURX	315772
FURX	315781	FURX	315792
FURX	315782	Count:	63