

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

www.balljanik.com

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

RECORDATION NO. **23818-C** FILED

MAR 26 2002

3:17 PM

SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

March 26, 2002

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a First Supplement to Memorandum of Lease Agreement, a secondary document, dated as of March 5, 2002. The primary document to which this is connected is recorded under Recordation No. 23818. We request that one copy of this document be recorded under Recordation No. 23818-C.

The names and addresses of the parties to the First Supplement to Memorandum of Lease Agreement are:

Lessor:

LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Suite 1000
Towson, MD 21204

Lessees:

Elgin, Joliet and Eastern Railway Company
Union Railroad Company
The Lake Terminal Railroad Company
Birmingham Southern Railroad Company
McKeesport Connecting Railroad Company
1141 Maple Road
Joliet, IL 60432

BALL JANIK LLP

Honorable Vernon A. Williams
March 26, 2002
Page 2

A description of the equipment covered by the First Supplement to Memorandum of Lease Agreement consists of two locomotives numbered EJE 671 and 672 (formerly numbered URR 50 and 52, respectively).

A fee of \$ 28.00 is enclosed. Please return one original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a First Supplement to Memorandum of Lease Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, and Elgin, Joliet and Eastern Railway Company, Union Railroad Company, The Lake Terminal Railroad Company, Birmingham Southern Railroad Company, McKeesport Connecting Railroad Company, 1141 Maple Road, Joliet, IL 60432, covering two locomotives numbered EJE 671 and 672 (formerly numbered URR 50 and 52, respectively).

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 23818-C FILED

MAR 26 '02

3-17 PM

SURFACE TRANSPORTATION BOARD

FIRST SUPPLEMENT TO
MEMORANDUM OF LEASE AGREEMENT

BETWEEN

LASALLE NATIONAL LEASING CORPORATION

As Lessor,

AND

ELGIN, JOLIET AND EASTERN RAILWAY COMPANY, UNION RAILROAD
COMPANY, THE LAKE TERMINAL RAILROAD COMPANY, BIRMINGHAM
SOUTHERN RAILROAD COMPANY AND MCKEESPORT CONNECTING
RAILROAD COMPANY

As Lessee

Dated as of March 5, 2002

FIRST SUPPLEMENT TO
MEMORANDUM OF LEASE AGREEMENT

This First Supplement to Memorandum of a Lease Agreement is made and entered into as of March 5, 2002 among LaSalle National Leasing Corporation (“Lessor”) and Elgin, Joliet and Eastern Railway Company, Union Railroad Company, The Lake Terminal Railroad Company, Birmingham Southern Railroad Company and McKeesport Connecting Railroad Company (“Lessee”).

WITNESSETH:

1. Lessor and Lessee entered into a Memorandum of Lease Agreement dated as of December 26, 2001, where Lessor leased to Lessee and Lessee leased from Lessor 104 railcars numbered APEX 800, APEX 801, APEX 803-805, inclusive, APEX 807-828, inclusive, APEX 830-843, inclusive, APEX 845-857, inclusive, APEX 860-863, inclusive, APEX 865-876, inclusive, APEX 878-879, inclusive, APEX 881-885, inclusive, APEX 887-888, inclusive, APEX 891, APEX 893-896, inclusive, APEX 898-902, inclusive, APEX 904-911, inclusive, APEX 913-919, inclusive and 9 locomotives numbered BS 218, BS 226, BS 603, BS 704, URR 3, URR 12, URR 50, URR 51 and URR 52 which was recorded at the Surface Transportation Board (the “Board”) at 11:45 a.m. on January 14, 2002 under Recordation Number 23818-A.

2. The Memorandum of Lease Agreement and Exhibit No. 1 to the Memorandum of Lease Agreement are hereby amended to change the Car/Road Number of Locomotive URR 50 to EJE 671 and change the Car/Road Number of Locomotive URR 52 to EJE 672.

3. Except as amended hereby, the Memorandum of Lease Agreement shall remain unaltered and in full force and effect.

4. This First Supplement to Memorandum of Lease Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

LASALLE NATIONAL LEASING CORPORATION

By: 
Name: TERRI J. PRESTON
Title: VICE PRESIDENT

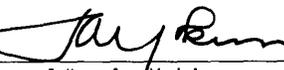
ELGIN, JOLIET AND EASTERN RAILWAY COMPANY

By: 
Name: John A. Yokim
Title: VP Finance & Treasurer

UNION RAILROAD COMPANY

By: 
Name: John A. Yokim
Title: VP Finance & Treasurer

THE LAKE TERMINAL RAILROAD COMPANY

By: 
Name: John A. Yokim
Title: VP Finance & Treasurer

BIRMINGHAM SOUTHERN RAILROAD COMPANY

By: 
Name: John A. Yokim
Title: VP Finance & Treasurer

MCKEESPORT CONNECTING RAILROAD COMPANY

By: 
Name: John A. Yokim
Title: VP Finance & Treasurer

STATE OF MARYLAND)
) ss.
COUNTY OF BALTIMORE)

On this 14 day of March, 2002, before me personally appeared Tom J. Proston, to me personally known, who being by me duly sworn, says that (s)he is the Vice President of LaSalle National Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and (s)he acknowledged that the execution of the said instrument was her(his) free act and deed.

DANA L. WELKER
NOTARY PUBLIC
BALTIMORE COUNTY

Dana L. Welker
NOTARY PUBLIC
My commission expires: 11/21/03

STATE OF PENNSYLVANIA)
) ss.
COUNTY OF ALLEGHENY)

On this 2th day of March, 2002, before me personally appeared John A. Titon, to me personally known, who being by me duly sworn, says that he is the VP FINANCE + TREASURER of Elgin, Joliet and Eastern Railway Company, Union Railroad Company, The Lake Terminal Railroad Company, Birmingham Southern Railroad Company and McKeesport Connecting Railroad Company, that the foregoing instrument was signed on behalf of said corporation, and (s)he acknowledged that the execution of the said instrument was her(his) free act and deed.

Nancy A. Titon
NOTARY PUBLIC
My commission expires:

Notary Seal
Nancy A. Titon, Notary Public
Monroeville, Berks, Allegheny County
My Commission Expires: 11/21/03