



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

VIA UPS 2nd DAY AIR

July 30, 2002

RECORDATION NO. 22260-F FILED



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

AUG 2 '02 9-52 AM

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 June 21, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22260.

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: CSX Transportation Inc. 500 Water Street Jacksonville, FL 32202</p>
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A description of the railroad equipment covered by the enclosed document is fifty-eight (58) 66 foot gondola cars, with NOKL marks, (see Exhibit A for numbers).

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

Also enclosed is a check in the amount of \$30.00 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

(CSXT047)

RECORDATION NO. 22260-F FILED

ASSGN. NO. CSXT047

AUG 2 '02 9-52 AM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 21st day of June, 2002 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CSX Transportation, Inc., a Virginia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of January 16, 1995, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 23 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of April 16, 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: K.A. Dombrowski
Name: K.A. DOMBROWSKI
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 21st day of June, 2002

[CORPORATE SEAL]

STATE OF ILLINOIS

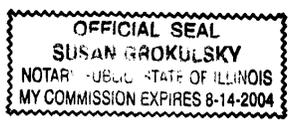
COUNTY OF COOK

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 21st day of June, 2002.

Susan Grokulsky
Notary Public

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



LESSEE:

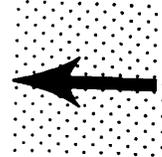
CSX TRANSPORTATION, INC.

ATTEST:

By: _____
Name: _____
Title: _____

By: *E. T. Bell*
Name: EVAN T. BELL
Title: DIRECTOR - LEASE FINANCE

Executed on this ____ day of _____, 2002.



[CORPORATE SEAL]

STATE OF Florida
COUNTY OF Duval

I, Edmund T. Johnson, IV, a Notary Public of the County and State aforesaid, certify that Evan T. Bell 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 18th day of June, 2002.

Edmund T. Johnson, IV
Notary Public

My Commission Expires:

6/4/06
(Notary Public)



Edmund T. Johnson, IV
MY COMMISSION # DD115791 EXPIRES
June 4, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

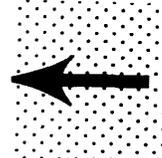


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty-eight (58)

DESCRIPTION OF CARS: 66' gondola cars, 286 grl

CAR NUMBERS: See listed below:

NOKL	360001	NOKL	360073	NOKL	360160
NOKL	360003	NOKL	360079	NOKL	360162
NOKL	360007	NOKL	360088	NOKL	360165
NOKL	360008	NOKL	360097	NOKL	360177
NOKL	360017	NOKL	360103	NOKL	360179
NOKL	360019	NOKL	360104	NOKL	360187
NOKL	360020	NOKL	360112	NOKL	360188
NOKL	360021	NOKL	360114	NOKL	360189
NOKL	360025	NOKL	360116	NOKL	360193
NOKL	360032	NOKL	360119	NOKL	360199
NOKL	360035	NOKL	360120	NOKL	360171*
NOKL	360039	NOKL	360124	NOKL	360166*
NOKL	360057	NOKL	360127	NOKL	360158*
NOKL	360059	NOKL	360130	NOKL	360113*
NOKL	360061	NOKL	360136	NOKL	360099*
NOKL	360063	NOKL	360137	NOKL	360050*
NOKL	360064	NOKL	360143	NOKL	360030*
NOKL	360066	NOKL	360145	NOKL	360006*
NOKL	360067	NOKL	360150	Total:	58
NOKL	360068	NOKL	360157		

* These eight (8) cars have a lease start date of April 20, 2002