



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 2<sup>nd</sup> DAY AIR

September 5, 2002

RECORDATION NO. 23855-A FILED

SEP 6 '02 11-32 AM

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 three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated August 15, 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 23855.

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: Duferco Farrell Corporation 15 Roemer Boulevard Farrell, PA 16121
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A description of the railroad equipment covered by the enclosed document is seventy-five (75) 52'6" foot gondola cars with 5-ft. and 5-1/2 ft. sides, with NOKL marks (see Exhibit A for car 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

(DFAC002)

ASSGN. NO.: DFAC002

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 15<sup>th</sup> day of August, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Duferco Farrell Corporation ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 18, 2001, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 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 15<sup>th</sup> day of Aug., 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 15<sup>th</sup> day of August, 2002

Susan Grokulsky  
Notary Public

My Commission Expires:  
8-14-2002  
(Notary Public)



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LESSEE:

DUFERCO FARRELL CORPORATION

By: ROBERT D MILLER  
Name: Robert D Miller  
Title: VP-Finance

ATTEST:  
By: [Signature]  
Name: Ryan H. Loberg  
Title: Treasury Manager

Executed on this 13th day of August, 2002.

[CORPORATE SEAL]

STATE OF Pennsylvania  
COUNTY OF Mercer

certify that Robert D Miller a Notary Public of the County and State aforesaid, 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 13th day of August, 2002.

[Signature]  
Notary Public

Commission Expires:  
April 12, 2004  
(Notary Public)



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

NUMBER OF CARS: Seventy-Five (75)

DESCRIPTION OF CARS: 52'6 gondola cars with 5-ft. and 5-1/2 ft. sides and total weight on rail of 268,000 or 286,000 lbs.

CAR NUMBERS:

NOKL 320201	NOKL 320262
NOKL 320202	NOKL 320263
NOKL 320205	NOKL 320264
NOKL 320209	NOKL 320266
NOKL 320212	NOKL 320268
NOKL 320214	NOKL 320270
NOKL 320216	NOKL 320271
NOKL 320221	NOKL 320272
NOKL 320222	NOKL 320274
NOKL 320223	NOKL 320275
NOKL 320225	NOKL 320276
NOKL 320226	NOKL 320277
NOKL 320228	NOKL 320280
NOKL 320229	NOKL 320281
NOKL 320231	NOKL 320282
NOKL 320233	NOKL 320283
NOKL 320234	NOKL 320284
NOKL 320236	NOKL 320286
NOKL 320237	NOKL 320288
NOKL 320239	NOKL 320289
NOKL 320240	NOKL 320291
NOKL 320241	NOKL 320292
NOKL 320243	NOKL 320293
NOKL 320245	NOKL 320294
NOKL 320246	NOKL 320295
NOKL 320247	NOKL 320296
NOKL 320248	NOKL 320297
NOKL 320249	NOKL 320298
NOKL 320250	NOKL 320299
NOKL 320251	NOKL 322126
NOKL 320252	NOKL 322133
NOKL 320253	NOKL 322145
NOKL 320254	NOKL 322146
NOKL 320255	NOKL 322178
NOKL 320256	NOKL 322185
NOKL 320257	NOKL 322204
NOKL 320260	NOKL 322217
NOKL 320261	Count: 75