



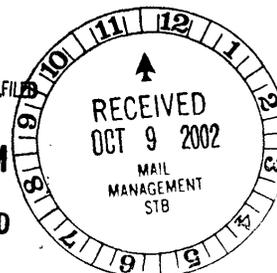
First Union Rail Corporation  
 NC5811  
 Commercial Leasing Group  
 One O'Hare Centre  
 6250 River Road, Suite 5000  
 Rosemont, IL 60018  
 Tel 847 318-7575  
 847 318-7588

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

October 7, 2002

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

RECORDATION NO. 24168 FILE  
 OCT 9 '02 3-15 PM  
 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, September 16, 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:

<p>Lessor: First Union Rail Corporation          One O'Hare Center          6250 River Road, Suite 5000          Rosemont, IL 60018</p>	<p>Lessee: GCC Rio Grande, Inc.          4253 Montgomery Blvd., N.E.          Suite 210          Albuquerque, NM 87109</p>
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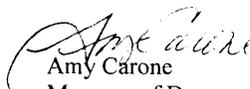
A description of the railroad equipment covered by the enclosed document is thirty (30) 2980 cubic foot covered hopper cars, with NDYX marks, (see Exhibit A for numbers).

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

(RGPC008)

RECORDATION NO. 24168 FILED

OCT 9 '02 3-15 PM

ASSGN. NO. RGPC008

MEMORANDUM OF LEASE SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 16<sup>th</sup> day of September, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and GGC Rio Grande ("Lessee"), a New Mexico corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 5 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 17, 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  
Name: K.A. Dambrowski  
Title: DIRECTOR OF DOCUMENTATION  
Executed on this 16<sup>th</sup> day of Sept., 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 16<sup>th</sup> day of September, 2002

Susan Grokulsky  
Notary Public

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



LESSEE:

GCC RIO GRANDE, INC.

By: W.C. Webb

Name: William C Webb

Title: VP Marketing

ATTEST:

By: Lydia Plant

Name: Lydia Plant

Title: Admin. Supervisor

Executed on this 5 day of September, 2002

[CORPORATE SEAL]

STATE OF New Mexico

COUNTY OF Bernalillo

I, Lorraine Medina, a Notary Public of the County and State aforesaid, certify that William C Webb 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 5 day of September, 2002.

Lorraine Medina  
Notary Public

Commission Expires:

5-3-2003  
(Notary Public)

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

NUMBER OF CARS:                   Thirty (30)

DESCRIPTION OF CARS:           2980 cu. ft. Covered Hoppers

CAR NUMBERS:                   See below:

NDYX 298230  
NDYX 298231  
NDYX 298232  
NDYX 298233  
NDYX 298234  
NDYX 298235  
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