



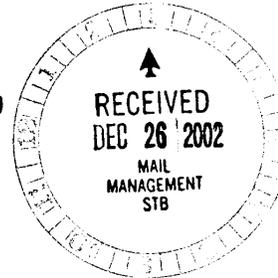
First Union Rail Corporation  
 NC5811  
 Commercial Leasing Group  
 One O'Hare Centre  
 6250 River Road, Suite 5000  
 Rosemont, IL 60018  
 Tel 847 318-7575  
 847 318-7588

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

RECORDATION NO. 24262-B FILED

December 20, 2002

DEC 27 '02 2-38 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 three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated November 13, 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 on this date with the Commission under Recordation Number 24262.

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: Point Comfort and Northern Railway Company          201 Isabella Street          4<sup>th</sup> Floor          Pittsburgh, PA 15212</p>
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A description of the railroad equipment covered by the enclosed document is ninety-nine (99) 5127 cubic foot capacity covered hopper cars, with PCN 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

(PCN020)

ASSMT. NO. PCN020

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 13<sup>th</sup> day of November, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, as assignee of United States Rail Services, Inc., and Point Comfort & Northern Railway Company ("Lessee"), a TEXAS corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 1, 1984, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Schedule No. 15 of the Lease (the "Schedule"), as described in more particular on Exhibit A attached hereto, effective as of October 26, 2002 and subject to the terms, conditions and provisions of the above-mentioned Lease and Schedule.

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 E. Seymour

Name: RICHARD E. SEYMOUR  
Vice President Sales & Marketing

Title: \_\_\_\_\_

By: K.A. Dombrowski

Name: K.A. Dombrowski

Title: DIRECTOR OF DOCUMENTATION

Executed on this 13<sup>th</sup> day of Nov., 2002.

[CORPORATE SEAL]

RECORDATION NO. 24262-B FILED

DEC 27 '02 2-38 PM

STATE OF ILLINOIS

COUNTY OF COOK

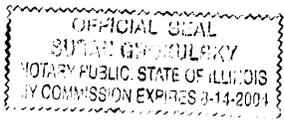
SURFACE TRANSPORTATION BOARD

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD E. 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 13<sup>th</sup> day of November, 2002.

Susan Grokulska  
Notary Public

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





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

NUMBER OF CARS:           Ninety-nine (99)

DESCRIPTION OF CARS:    5,127 cu. ft. Covered Hoppers

CAR NUMBERS:

PCN	3001	PCN	3034	PCN	3067
PCN	3002	PCN	3035	PCN	3068
PCN	3003	PCN	3036	PCN	3069
PCN	3004	PCN	3037	PCN	3071
PCN	3005	PCN	3038	PCN	3072
PCN	3006	PCN	3039	PCN	3073
PCN	3007	PCN	3040	PCN	3074
PCN	3008	PCN	3041	PCN	3075
PCN	3009	PCN	3042	PCN	3076
PCN	3010	PCN	3043	PCN	3077
PCN	3011	PCN	3044	PCN	3078
PCN	3012	PCN	3045	PCN	3079
PCN	3013	PCN	3046	PCN	3080
PCN	3014	PCN	3047	PCN	3081
PCN	3015	PCN	3048	PCN	3082
PCN	3016	PCN	3049	PCN	3083
PCN	3017	PCN	3050	PCN	3084
PCN	3018	PCN	3051	PCN	3085
PCN	3019	PCN	3052	PCN	3086
PCN	3020	PCN	3053	PCN	3087
PCN	3021	PCN	3054	PCN	3088
PCN	3022	PCN	3055	PCN	3089
PCN	3023	PCN	3056	PCN	3090
PCN	3024	PCN	3057	PCN	3091
PCN	3025	PCN	3058	PCN	3092
PCN	3026	PCN	3059	PCN	3093
PCN	3027	PCN	3060	PCN	3094
PCN	3028	PCN	3061	PCN	3095
PCN	3029	PCN	3062	PCN	3096
PCN	3030	PCN	3063	PCN	3097
PCN	3031	PCN	3064	PCN	3098
PCN	3032	PCN	3065	PCN	3099
PCN	3033	PCN	3066	PCN	3100