



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

February 20, 2003

RECORDATION NO. 21646-A FILED

FEB 24 '03 11-13 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 December 23, 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 21646.

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: Iowa Interstate Railroad          800 Webster Street          Iowa City, IA 52240</p>
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A description of the railroad equipment covered by the enclosed document is one hundred (100) 4700/4750 cubic foot capacity covered hopper 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

(TAIS009)

ASSGN. NO.: IAIS009

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23<sup>rd</sup> day of December, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Iowa Interstate Railroad ("Lessee"), an Iowa corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 21, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 1, 2003 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  
Vice President Sales & Marketing  
Title: \_\_\_\_\_

By: K.A. Dambrowski  
Name: K.A. Dambrowski  
Title: DIRECTOR OF DOCUMENTATION

Executed on this 23<sup>rd</sup> day of Dec, 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 23<sup>rd</sup> day of December, 2002

Susan Grokulska  
Notary Public

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



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SURFACE TRANSPORTATION BOARD

**LESSEE:**

IOWA INTERSTATE RAILROAD

By: Dennis H. Miller

Name: Dennis H. Miller

Title: Exec Vice President

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

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

Executed on this 17<sup>th</sup> day of December, 2002

[CORPORATE SEAL]

STATE OF Iowa

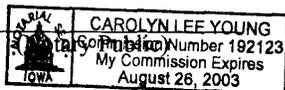
COUNTY OF Johansen

I, CAROLYN LEE YOUNG, a Notary Public of the County and State aforesaid, certify that DENNIS H. MILLER 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 17 day of December, 2002

Carolyn Lee Young  
Notary Public

Commission Expires:



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

NUMBER OF CARS: One hundred (100)

DESCRIPTION OF CARS: 4700/4750 cu. ft. covered hopper cars equipped with gravity gates and trough hatches

CAR NUMBERS: See below:

NOKL 818503	NOKL 819226	NOKL 825013
NOKL 818505	NOKL 819231	NOKL 826408
NOKL 818506	NOKL 820506	NOKL 828129
NOKL 818511	NOKL 820525	NOKL 828520
NOKL 818517	NOKL 820534	NOKL 828529
NOKL 818518	NOKL 820536	NOKL 828530
NOKL 818525	NOKL 820541	NOKL 828541
NOKL 818531	NOKL 820556	NOKL 828554
NOKL 818535	NOKL 820559	NOKL 828622
NOKL 818537	NOKL 820561	NOKL 829575
NOKL 818540	NOKL 820578	NOKL 829826
NOKL 818551	NOKL 820580	NOKL 829827
NOKL 818560	NOKL 820582	NOKL 829828
NOKL 818572	NOKL 820587	NOKL 829881
NOKL 818576	NOKL 820589	NOKL 829882
NOKL 818590	NOKL 820597	NOKL 830214
NOKL 818591	NOKL 820604	NOKL 830230
NOKL 818595	NOKL 820608	NOKL 830256
NOKL 818914	NOKL 820614	NOKL 830260
NOKL 818958	NOKL 820618	NOKL 830353
NOKL 819060	NOKL 820619	NOKL 830367
NOKL 819142	NOKL 820625	NOKL 830395
NOKL 819162	NOKL 820627	NOKL 830552
NOKL 819163	NOKL 820629	NOKL 830562
NOKL 819164	NOKL 820633	NOKL 830570
NOKL 819178	NOKL 820639	NOKL 830580
NOKL 819180	NOKL 820641	NOKL 830799
NOKL 819182	NOKL 822252	NOKL 830850
NOKL 819193	NOKL 822489	NOKL 830933
NOKL 819196	NOKL 822511	NOKL 832351
NOKL 819200	NOKL 823366	NOKL 832404
NOKL 819213	NOKL 823376	NOKL 838022
NOKL 819216	NOKL 823388	Count: 100
NOKL 819218	NOKL 823452	