

RECORDATION NO. 24667 FILED

OCT 31 '03 3-38 PM

**FIRST UNION RAIL**

**SURFACE TRANSPORTATION BOARD**

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

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

October 29, 2003

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 October 20, 2003, 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: Illinois &amp; Midland Railroad, Inc. 15<sup>th</sup> and N. Grand Avenue East Springfield, Illinois 62705-0139</p>
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A description of the railroad equipment covered by the enclosed document is two (2) 52' 6", 100-ton mill gondola railcars with car numbers NOKL 321992 and NOKL 321994.

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 regarding the above-referenced matter, please contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,  
*Susan Grokulsky*  
Susan Grokulsky  
Manager of Documentation

Enclosures

(IMRR001)



ASSGN. NO.: IMRR001

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 20th day of October, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Illinois & Midland Railroad, Inc. ("Lessee"), an Illinois corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 15, 2003, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 15, 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

By: Richard Seymour

Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

Title:

ATTEST:

By: K.A. Dombrowski

Name: K.A. DOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION

Executed on this 20th day of October, 2003.

[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/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20th day of October, 2003.

Susan Grokulska  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



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SURFACE TRANSPORTATION BOARD

LESSEE:

ILLINOIS & MIDLAND RAILROAD, INC.

ATTEST:

By: [Signature]

Name: Spencer D. White

Title: PRESIDENT CEM

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

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

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

Executed on this 1st day of October, 2003.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF SANGAMON

I, Keith R Johnson, a Notary Public of the County and State aforesaid, certify that Spencer White personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1st day of October, 2003.

[Signature]  
Notary Public

Commission Expires:

June 8, 2006  
(Notary Public)

OFFICIAL SEAL  
KEITH R JOHNSON  
NOTARY PUBLIC STATE OF ILLINOIS  
MY COMMISSION EXP. JUNE 8, 2006

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

NUMBER OF CARS: Two (2)

DESCRIPTION OF CARS: 52' 6", 100-ton, mill gondola cars

CAR NUMBERS: NOKL 321992 and NOKL 321994