

FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588

DEC. 16 2003
RECEIVED

RECORDATION NO. 24720 FILED

DEC 16 '03

2-17 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR

December 12, 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 May 9, 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:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Detroit Connecting Railroad Company
850 Mandoline Avenue
Madison Heights, MI 48071

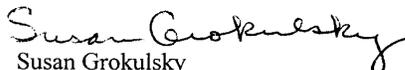
A description of the railroad equipment covered by the enclosed document is thirty (30) 52' 6" gondola cars, with NOKL marks (See Exhibit A for numbers).

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) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,


Susan Grokulsky
Manager of Documentation

Enclosures

(ADBf001)

ASSGN. NO.: ADBF001

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 9th day of May, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Detroit Connecting Railroad Company ("Lessee"), a Michigan corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 9, 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 May 9, 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 F. 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 19th day of May, 2003.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

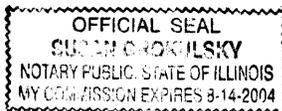
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19th day of May, 2003.

Susan Grokulska
Notary Public

Commission Expires:

8-14-2004
(Notary Public)



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SURFACE TRANSPORTATION BOARD

Mej
5-9-03

LESSEE:

DETROIT CONNECTING RAILROAD COMPANY

ATTEST:

By: Myles Paisley

Name: MYLES F. PAISLEY

Title: PRESIDENT ✓

By: _____

Name: _____

Title: _____

Executed on this 12th day of May, 2003.

[CORPORATE SEAL]

STATE OF Michigan

COUNTY OF Macomb

I, **CONNIE SIMMONS**, a Notary Public of the County and State aforesaid, certify that Myles Paisley 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 12th day of May, 2003.

Connie Simmons
Notary Public

Commission Expires:
12.10.05
(Notary Public)

CONNIE S. SIMMONS
Notary Public, Macomb County, MI
My Commission Expires 12/10/2005

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty (30)

DESCRIPTION OF CARS: 52'6" Gondola Cars, 286,000 lb. loading capacity

CAR NUMBERS:

- NOKL 320132
- NOKL 320141
- NOKL 320151
- NOKL 320153
- NOKL 320154
- NOKL 320170
- NOKL 320175
- NOKL 320188
- NOKL 320603
- NOKL 320604
- NOKL 320608
- NOKL 320618
- NOKL 320620
- NOKL 320621
- NOKL 320629
- NOKL 320644
- NOKL 320648
- NOKL 320660
- NOKL 320662
- NOKL 320678
- NOKL 320680
- NOKL 320687
- NOKL 320694
- NOKL 321003
- NOKL 321010
- NOKL 321083
- NOKL 321625
- NOKL 321632
- NOKL 322109
- NOKL 322124

Count: 30