RECORDATION NO. 22260-J FILED

JAN 08 '04 2-34 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

VIA UPS NEXT DAY AIR

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

Tel 847 318-7575
Fax 847 318-7588

JAN 8 2004 RECEIVED

January 7, 2004

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 August 11, 2003, 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 with the Commission under Recordation Number 22260.

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:	CSX Transportation Inc. 500 Water Street Jacksonville, FL 32202

A description of the railroad equipment covered by the enclosed document is four hundred eleven (411) 4600-4750 cu. ft. covered hopper cars (see Exhibit A for marks and 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) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

Georgia Freiburger
Manager of Documentation

Enclosures

(CSXT056)

RECORDATION NO. 22260-J FILED

ASSIGN: CSXT056

JAN 0 8 '04 2-34 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the day of August 11, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CSX Transportation, Inc., ("Lessee"), a Virginia corporation.

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 16, 1995, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 29 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: Vice President Sales & Marketing

Executed on this 11th day of August, 2003.

ATTEST:

By: K. A. Dombrowski

Name: K. A. Dombrowski

Title: DIRECTOR OF DOCUMENTATION

[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 11th day of August, 2003.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)

OFFICIAL SEAL
SUSAN GROKULSKY
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 8-14-2004

LESSEE:

CSX TRANSPORTATION, INC.

By: _____

Name: Evan T. Bell

Title: Director - Lease Finance

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this 7th day of August, 2003.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

I, Edmund T. Johnson, IV, a Notary Public of the County and State aforesaid, certify that Evan T. Bell 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 7th day of August, 2003.

_____
Notary Public

Commission Expires:
6/4/06
(Notary Public)

Edmund T. Johnson, IV
MY COMMISSION # DD115791 EXPIRES
June 4, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: Four hundred eleven (411)

DESCRIPTION OF CARS: 4600-4750 cu. ft. Covered Hopper Cars

CAR NUMBERS:

FURX	463185	FURX	818651	FURX	826909	FURX	832067	NOKL	814223
FURX	463220	FURX	818741	FURX	826913	FURX	832094	NOKL	814224
FURX	463242	FURX	820774	FURX	826933	FURX	832106	NOKL	814225
FURX	814216	FURX	820782	FURX	826948	FURX	832146	NOKL	815215
FURX	814217	FURX	820784	FURX	826974	FURX	833315	NOKL	815253
FURX	815220	FURX	820786	FURX	826977	FURX	833316	NOKL	815257
FURX	815224	FURX	821108	FURX	827005	FURX	833319	NOKL	815259
FURX	815277	FURX	821423	FURX	827022	FURX	839346	NOKL	815269
FURX	815283	FURX	821500	FURX	827033	FURX	839373	NOKL	815289
FURX	815307	FURX	821523	FURX	827078	NDYX	475009	NOKL	815321
FURX	815337	FURX	821570	FURX	827080	NDYX	475025	NOKL	815378
FURX	815338	FURX	822229	FURX	827429	NDYX	475042	NOKL	815505
FURX	815346	FURX	822236	FURX	827434	NDYX	475116	NOKL	815516
FURX	815370	FURX	822242	FURX	827435	NDYX	475127	NOKL	816800
FURX	815407	FURX	822365	FURX	827704	NDYX	475190	NOKL	816802
FURX	815412	FURX	822367	FURX	827727	NDYX	475265	NOKL	816803
FURX	815416	FURX	822370	FURX	827944	NDYX	475382	NOKL	816805
FURX	815437	FURX	822374	FURX	828038	NDYX	475394	NOKL	816807
FURX	815439	FURX	823102	FURX	828081	NDYX	475478	NOKL	816808
FURX	815454	FURX	823342	FURX	828626	NDYX	487048	NOKL	816809
FURX	815460	FURX	823941	FURX	828763	NDYX	487049	NOKL	816810
FURX	815496	FURX	824159	FURX	828768	NDYX	487055	NOKL	816811
FURX	816588	FURX	824169	FURX	828801	NDYX	487057	NOKL	816812
FURX	816702	FURX	824256	FURX	828919	NDYX	487059	NOKL	816813
FURX	816704	FURX	824306	FURX	828942	NDYX	487060	NOKL	816815
FURX	816717	FURX	824310	FURX	829529	NDYX	487066	NOKL	816816
FURX	816720	FURX	824477	FURX	829841	NDYX	487072	NOKL	816818
FURX	816733	FURX	824511	FURX	829847	NDYX	487073	NOKL	816821
FURX	818507	FURX	824556	FURX	829851	NDYX	487076	NOKL	816822
FURX	818524	FURX	824559	FURX	829857	NDYX	488362	NOKL	816823
FURX	818547	FURX	824592	FURX	829862	NDYX	490009	NOKL	816824
FURX	818562	FURX	824629	FURX	829877	NDYX	490011	NOKL	816825
FURX	818569	FURX	824691	FURX	830048	NDYX	815364	NOKL	816826
FURX	818570	FURX	824706	FURX	830123	NDYX	819149	NOKL	816828
FURX	818577	FURX	826052	FURX	830217	NDYX	823657	NOKL	816831
FURX	818582	FURX	826770	FURX	830299	NDYX	823698	NOKL	816832
FURX	818605	FURX	826788	FURX	830336	NDYX	830738	NOKL	816835
FURX	818635	FURX	826797	FURX	830489	NDYX	833107	NOKL	816837
FURX	818644	FURX	826814	FURX	830653	NOKL	3042	NOKL	816841
FURX	818648	FURX	826826	FURX	831003	NOKL	3103	NOKL	816844
FURX	818650	FURX	826830	FURX	832023	NOKL	99119	NOKL	816846

EXHIBIT A to MEMORANDUM OF LEASE

NOKL	816847	NOKL	818809	NOKL	823679	NOKL	829779	NOKL	833184
NOKL	816848	NOKL	818966	NOKL	823686	NOKL	829859	NOKL	833185
NOKL	816849	NOKL	818985	NOKL	823688	NOKL	829869	NOKL	833189
NOKL	816850	NOKL	818999	NOKL	823717	NOKL	829888	NOKL	833321
NOKL	816851	NOKL	819007	NOKL	823741	NOKL	830204	NOKL	834035
NOKL	816852	NOKL	819010	NOKL	823742	NOKL	830215	NOKL	834691
NOKL	816854	NOKL	819011	NOKL	823746	NOKL	830327	NOKL	834719
NOKL	816855	NOKL	819028	NOKL	823753	NOKL	830334	NOKL	834730
NOKL	816856	NOKL	819032	NOKL	823755	NOKL	830607	NOKL	834753
NOKL	816858	NOKL	819039	NOKL	823765	NOKL	830608	NOKL	834762
NOKL	816859	NOKL	819056	NOKL	823766	NOKL	830610	PRAX	825968
NOKL	816860	NOKL	819071	NOKL	823772	NOKL	830831	RUSX	5478
NOKL	816861	NOKL	819077	NOKL	823776	NOKL	830865	RUSX	63183
NOKL	816863	NOKL	819083	NOKL	823778	NOKL	830904	RUSX	488071
NOKL	816864	NOKL	819095	NOKL	823783	NOKL	831034	RUSX	800486
NOKL	816866	NOKL	819120	NOKL	823786	NOKL	831151	UMPX	12176
NOKL	816867	NOKL	819183	NOKL	823796	NOKL	832032	UMPX	300145
NOKL	816868	NOKL	819192	NOKL	823817	NOKL	832095	UMPX	484506
NOKL	816869	NOKL	820000	NOKL	823819	NOKL	832101	Count:	411
NOKL	816870	NOKL	820001	NOKL	823845	NOKL	832365		
NOKL	816871	NOKL	820013	NOKL	823852	NOKL	832396		
NOKL	816872	NOKL	820016	NOKL	823855	NOKL	832435		
NOKL	816874	NOKL	820018	NOKL	823860	NOKL	832520		
NOKL	816875	NOKL	820020	NOKL	823861	NOKL	832538		
NOKL	816876	NOKL	820021	NOKL	823870	NOKL	832541		
NOKL	816877	NOKL	820022	NOKL	823874	NOKL	832548		
NOKL	816879	NOKL	820024	NOKL	823876	NOKL	832619		
NOKL	816880	NOKL	820675	NOKL	823877	NOKL	832634		
NOKL	816882	NOKL	820951	NOKL	823893	NOKL	832640		
NOKL	816883	NOKL	821541	NOKL	823898	NOKL	832681		
NOKL	816884	NOKL	821854	NOKL	823900	NOKL	832693		
NOKL	816885	NOKL	821905	NOKL	823906	NOKL	832699		
NOKL	816886	NOKL	821922	NOKL	823911	NOKL	832705		
NOKL	816887	NOKL	821934	NOKL	823988	NOKL	832999		
NOKL	816890	NOKL	822045	NOKL	824000	NOKL	833103		
NOKL	816891	NOKL	822113	NOKL	824019	NOKL	833106		
NOKL	816893	NOKL	822653	NOKL	824023	NOKL	833120		
NOKL	816894	NOKL	822859	NOKL	824025	NOKL	833137		
NOKL	816896	NOKL	822865	NOKL	824033	NOKL	833141		
NOKL	816899	NOKL	822879	NOKL	824037	NOKL	833143		
NOKL	816900	NOKL	822882	NOKL	824203	NOKL	833144		
NOKL	816902	NOKL	822916	NOKL	824451	NOKL	833151		
NOKL	816903	NOKL	822935	NOKL	825967	NOKL	833154		
NOKL	816906	NOKL	823132	NOKL	826680	NOKL	833157		
NOKL	818202	NOKL	823369	NOKL	828175	NOKL	833168		
NOKL	818757	NOKL	823675	NOKL	828190	NOKL	833181		
NOKL	818768	NOKL	823677	NOKL	829594	NOKL	833183		