

RECORDATION NO. 21456-F FILED

OCT 31 '05

1-03 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588

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 two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated October 6, 2005, 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 21456.

The names and addresses of the parties to the enclosed document are:

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

Lessee: Arkansas & Missouri Railroad Company
306 E. Emma
Springdale, AR 72764

A description of the railroad equipment covered by the enclosed document is five (5) 73 ft. centerbeam flatcars (see Exhibit A for car numbers).

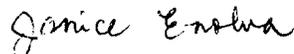
A short summary of the document to appear in the index follows:

Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 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) 384-5375. Thank you for your cooperation in this matter.

Sincerely,



Janice Enolva
Manager of Documentation

Enclosures

(ALEN017)



VIA UPS 2nd DAY AIR

October 26, 2005

OCT 31 '05

1-03 PM

ASSGN. NO. ALEN017

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6 day of October, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Arkansas & Missouri Railroad Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of February 1, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 15 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 1, 2005, 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

By: Susan Gorkulsky
Name: SUSAN GORKULSKY

Title: _____

Title: MGR. OF DOCUMENTATION Executed on this 6th day of October, 2005.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

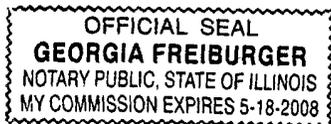
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6th day of October, 2005.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

ARKANSAS & MISSOURI RAILROAD COMPANY

By: G. Brent McCready

Name: G. BRENT MCCREADY

Title: PRESIDENT

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, 2005.

[CORPORATE SEAL]

STATE OF ARKANSAS

COUNTY OF WASHINGTON

I, MARIA ANDREADIS, a Notary Public of the County and State aforesaid, certify that G. BRENT MCCREADY 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 15th day of September, 2005.

Maria Andreadis
Notary Public

Commission Expires:

7-15-2008
(Notary Public)

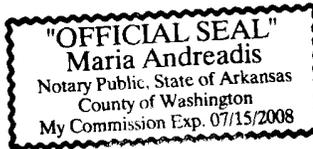


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Five (5)

DESCRIPTION OF CARS: 73 ft. centerbeam flat cars

CAR NUMBERS: AM 1300 –AM 1304, inclusive