



First Union Rail Corporation  
 One O'Hare Center  
 6250 River Road, Suite 5000  
 Rosemont, IL 60018-4214  
 Tel 847 318-7575  
 Fax 847 318-7588

December 21, 2000

Mr. Vernon E. Williams  
 Surface Transportation Board  
 1925 K Street, N.W., Room 704  
 Washington, DC 20423-0001  
 Attn: Recordation of Railroad Equipment



VIA UPS NEXT DAY AIR

RECORDED 22834A  
 DEC 28 00 3-53 PM  
 SURFACE TRANSPORTATION BOARD

**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 two (2) copies of a Memorandum of Lease Agreement, dated April 24, 2000, 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 22834.

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: Transportation Equipment Inc.          16225 Park Ten Place Suite 800          Houston, TX 77084</p>
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A description of the railroad equipment covered by the enclosed document is ten (10) 5750/5851 cubic foot, plastic pellet covered hopper cars, with NDYX, RUSX and TQEX car marks (see exhibit A for exact car numbers).

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

Memorandum of Lease between First Union Rail Corporation, Lessor and Transportation Equipment Inc., Lessee, covering 10 5750/5851 cubic foot plastic pellet covered hopper cars, with NDYX, RUSX and TQEX car marks (see exhibit A for exact car numbers).

Also enclosed is a check in the amount of \$26.00 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,

Tiffany Chase-Morrison  
 Manager of Documentation

Enclosures

(TEI012A, TEI012B)

22834-A FILED  
DEC 28 '00 3:53 PM

ASSGN. NO.: TEI0012A/B

MEMORANDUM OF LEASE

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 27th day of April, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Transportation Equipment, Inc. ("Lessee"), a Texas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 29, 1999, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 5 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 11, 2000 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: K. A. Dombrowski  
Name: K. A. Dombrowski  
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 27th day of April, 2000.

[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 24th day of APRIL, 2000.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2000  
(Notary Public)



**LESSEE:**

TRANSPORTATION EQUIPMENT, INC.

By: Jed W. Helmeay  
Name: Jed W. Helmeay  
Title: Vice President

ATTEST:

By: Lori Hughes  
Name: Lori Hughes  
Title: \_\_\_\_\_

Executed on this 18<sup>th</sup> day of April, 2000.

[CORPORATE SEAL]

STATE OF Texas  
COUNTY OF Harris



I, Lori Hughes, a Notary Public of the County and State aforesaid, certify that Jed Helmeay 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 18<sup>th</sup> day of April, 2000.

Lori Hughes  
Notary Public

Commission Expires:  
1-21-2001  
(Notary Public)

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

NUMBER OF CARS:           Group A - Six (6), Group B - Four (4)

DESCRIPTION OF CARS:   Group A – LO 5750 cu. ft., lined, Plastic Pellet Covered Hopper Cars  
Group B – LO 5851 cu. ft., lined, Plastic Pellet Covered Hopper Cars

CAR NUMBERS:           Group A  
NDYX 6245   NDYX 6246   RUSX 9035  
RUSX 9036   RUSX 9065   RUSX 9087

Group B  
NDYX 870055       NDYX 870082  
NDYX 870092       TQEX 58278