

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575
Fax 847 318-7588

RECORDATION NO. 21379 FILED

May 5, 1998

MAY 7 '98 3-27 PM

**FIRST
UNION**

VIA FEDERAL EXPRESS

Surface Transportation Board
Attn: Jan Fort
1925 K Street, N.W.
Room 704
Washington, D.C. 20423-0001

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

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 October 23, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

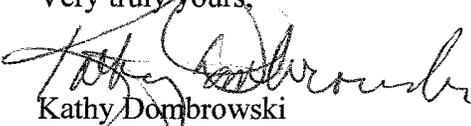
Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Technisand, Inc.
P.O. Box 119
Wedron, IL 60057

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

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.

Very truly yours,


Kathy Dombrowski
Manager-Documentation

Enclosures
(TECH004/005)

ASSIGN: TECH004/005

MEMORANDUM OF LEASE

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THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23rd day of October, 1997, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Technisand, Inc., a Delaware corporation ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of October 23, 1997, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached, hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

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: J. J. Thomas

Name: _____

JACK THOMAS

Title: _____

President

ATTEST:

By: Michelle Berg

Name: Michelle Berg

Title: Office Manager

Executed on this 13th day of April, 1998.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Cook

I, Michelle Berg, a Notary Public in and for said state and county, certify that John J. Thomas 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 13th day of April, 1998.

Michelle Berg
Notary Public

My Commission Expires:



LESSEE:

TECHNISAND, INC.

By: *Thomas Mitropoulos*

Name: Tom Mitropoulos

Title: V.P.

ATTEST:

By: *Lisa Jackson*

Name: Lisa Jackson

Title: Admin. Asst. Transportation Executed on this 30 day of March, 1998.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF LaSalle

I, Kimberly L. Gretencord, a Notary Public in and for said state and county, certify that Thomas Mitropoulos 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 31st day of March, 1998.

Kimberly L. Gretencord
Notary Public

My Commission Expires:

10-19-99
(Notary Public)

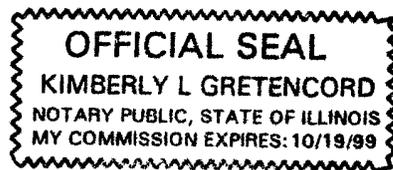


EXHIBIT A
to
Memorandum of Lease

Car Numbers

AGIX	006539
FURX	826003 ✓
FURX	826007 ✓
FURX	826013 ✓
FURX	826015 ✓
FURX	826046 ✓
FURX	826047 ✓
FURX	826051 ✓
FURX	826054 ✓
FURX	826064 ✓
FURX	826066 ✓
FURX	826069 ✓
FURX	826070 ✓
FURX	826078 ✓
FURX	826079 ✓
FURX	826084 ✓
FURX	826085 ✓
FURX	826087 ✓
FURX	826091 ✓
FURX	826107 ✓
FURX	826109 ✓
FURX	826111 ✓
FURX	826117 ✓
FURX	826123 ✓
FURX	826127 ✓

FURX	826140 ✓
FURX	826143 ✓
FURX	826146 ✓
FURX	826183 ✓
FURX	826185 ✓
FURX	826188 ✓
FURX	826190 ✓
FURX	826197 ✓
FURX	826201 ✓
FURX	826205 ✓
FURX	826206 ✓
FURX	826207 ✓
FURX	826209 ✓
FURX	826217 ✓
FURX	826219 ✓
FURX	826226 ✓
FURX	826228 ✓
FURX	826232 ✓
FURX	826233 ✓
FURX	826234 ✓
FURX	826240 ✓
FURX	826242 ✓
FURX	826248 ✓
UMPX	006545

TBD

FURX 826139 (AGIX 6539)
 FURX 826145 (UMPX 6545)
 FURX 826002

EXHIBIT A
to
Memorandum of Lease

Car Numbers

NOKL	818205
NOKL	820798
NOKL	820806
NOKL	820820
NOKL	820846
NOKL	821105
NOKL	822038
NOKL	822141
NOKL	822144
NOKL	822145
NOKL	822147
NOKL	822151
NOKL	822154
NOKL	822206
NOKL	823337
NOKL	823339
NOKL	823357
NOKL	824476
NOKL	824507
NOKL	824523
NOKL	824530
NOKL	824532
NOKL	824537
NOKL	824538
NOKL	824539

NOKL	824542
NOKL	824549
NOKL	824560
NOKL	824563
NOKL	824565
NOKL	824570
NOKL	824575
NOKL	824580
NOKL	824596
NOKL	824598
NOKL	824599
NOKL	824601
NOKL	824607
NOKL	824608
NOKL	824612
NOKL	824620
NOKL	824626
NOKL	824628
NOKL	824631
NOKL	824633
NOKL	824640
NOKL	829200
NOKL	829201
NOKL	829205
NOKL	830127