

First Union Rail Corporation

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

VIA FEDERAL EXPRESS



September 9, 1998

RECORDATION NO. 21645 FILED

SEP 11 '98

11-46 AM

Surface Transportation Board
Attn: Jan Fort
1925 K Street, N.W., Room 704
Washington, DC 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 three (3) originals and two (2) copies of a Memorandum of Lease Agreement, dated August 19, 1998, 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 Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: United States Sugar Corporation
111 Ponce de Leon Avenue
P.O. Box 1207
Clewiston, Florida 33440

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.

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 - Documents Administration

Enclosures

(USS001)

**EXHIBIT A
to
RIDER NO. 1**

RECORDATION NO. 21645 FILED

SEP 11 '98 11-46 AM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 19th day of August 1998, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and United States Sugar Corporation ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of August 19, 1998, 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 August 19, 1998 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: Michelle Berry
Name: Michelle Berry
Title: Office Manager

By: [Signature]
Name: JACK THOMAS
Title: President

Executed on this 25 day of August, 1998.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

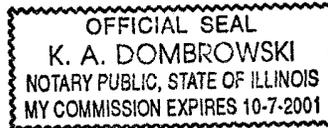
I, K.A. DOMBROWSKI, a Notary Public of the County and State aforesaid, certify that JACK THOMAS personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 25th day of August, 1998.

K.A. Dombrowski
Notary Public

My Commission Expires:

10-7-2001
(Notary Public)



LESSEE:

UNITED STATES SUGAR CORPORATION

ATTEST:

By: *Francisco J. Gonzalez*
Name: Francisco J. Gonzalez
Title: Attorney

By: _____
Name: Stephen V. Coffman, Treasurer
Title: *Stephen V. Coffman*

Executed on this 19 day of August, 1998.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Hendry

I, Kay Brasecker, a Notary Public of the County and State aforesaid, certify that Stephen V. Coffman 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 19th day of August, 1998.

Kay Brasecker
Notary Public

My Commission Expires:

(Notary Public)

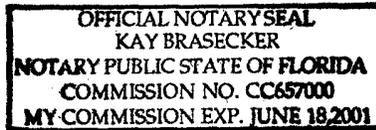


EXHIBIT A
to
MEMORANDUM OF LEASE

125 - 70 ton 50 ft boxcars

SCFE 23000 - SCFE 23124