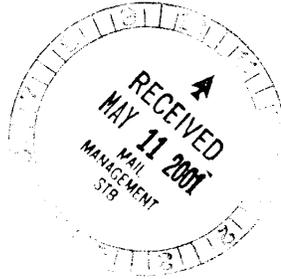




First Union Rail Corporation
 NC5811
 One O'Hare Center
 6250 River Road, Suite 5000
 Rosemont, IL 60018-4214
 Tel 847 318-7575
 Fax 847 318-7588

May 10, 2001

VIA UPS NEXT DAY AIR



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 two (2) copies of a Memorandum of Lease Agreement, dated March 28, 2001, 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 23284.

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: Stan Blast Abrasives, Inc. 3027 Marina Bay Drive League City, TX 77573</p>
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A description of the railroad equipment covered by the enclosed document is fourteen (14) 4750 cubic foot, 100 ton covered hopper cars, with car numbers FURX 822295-830511, non-inclusive.

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

Memorandum of Lease between First Union Rail Corporation, Lessor and Stan Blast Abrasives, Inc., Lessee, covering 14 4750 cubic foot covered hopper cars, with car numbers FURX 822295-830511, non-inclusive.

Also enclosed is a check in the amount of \$28.00 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

(STAN003)

RECORDATION NO. 23284-A FILED

MAY 23 '01 11-08 AM
 TS
 SURFACE TRANSPORTATION BOARD

LESSEE:

STAN BLAST ABRASIVES, INC.

By: Thomas Mitropoulos

Name: Thomas A. Mitropoulos

Title: VP Transportation

ATTEST:

By: Lisa Jackson

Name: Lisa Jackson

Title: Admin. Asst. Transportation Executed on this 23rd day of March, 2001.

[CORPORATE SEAL]

STATE OF LaSalle Illinois

COUNTY OF LaSalle

I, Kim Gretencord, a Notary Public of the County and State aforesaid, certify that Tom 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 23rd day of March, 2001.

Kimberly G. Gretencord
Notary Public

Commission Expires:

10-26-03
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fourteen (14)

DESCRIPTION OF CARS: 4750 cu.ft. 100-ton covered hopper cars, loading to 263,000 lbs.

CAR NUMBERS:	FURX 822295	FURX 822791
	FURX 823088	FURX 828316
	FURX 828345	FURX 828362
	FURX 828384	FURX 828568
	FURX 828574	FURX 828801
	FURX 828827	FURX 830211
	FURX 830308	FURX 830511