



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

VIA UPS 2nd DAY AIR

RECORDATION NO. 24334-A FILED

March 17, 2003

MAR 20 '03 1-00 PM
 SURFACE TRANSPORTATION BOARD



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) copy of a Memorandum of Lease Agreement, dated February 3, 2003, 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 on this date as Recordation Number 24334.

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: Feed Ingredient Trading Corporation 278 Delaware Avenue Delmar, NY 12054</p>
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A description of the railroad equipment covered by the enclosed document is twenty (20) 5150 cubic foot capacity covered hopper cars, with FURX and NDYX marks (See Exhibit A for 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 \$30.00 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,

Amy Carone
 Manager of Documentation

Enclosures

(FEIN002)

ASSGN. NO.: FEIN002

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 3rd day of February, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Fed Ingredient Trading Corporation ("Lessee"), a New York corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 24, 2003, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 4, 2003, 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Title: _____

ATTEST:

By: K.A. Dombrowski

Name: K.A. Dombrowski

Title: DIRECTOR OF DOCUMENTATION

Executed on this 3rd day of February, 2003.

[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/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3rd day of February, 2003.

Susan Grokulska
Notary Public

Commission Expires:

8-14-2004
(Notary Public)



REGISTRATION NO. 24334-A FILED

NOV 20 03 1:00 PM

SURFACE TRANSPORTATION BOARD

LESSEE:

FEED INGREDIENT TRADING CORPORATION

ATTEST:

By: Richard E. Casler

Name: RICHARD E. CASLER

Title: President

By: _____

Name: _____

Title: _____

Executed on this 24th day of January, 2003.

[CORPORATE SEAL]

STATE OF New York

COUNTY OF Albany

I, Jeffrey W. Seay, a Notary Public of the County and State aforesaid, certify that Richard E. Casler personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 24th day of January, 2003.

Jeffrey W. Seay
Notary Public

Commission Expires:

1/22/06
(Notary Public)

JEFFREY W. SEAY
NOTARY PUBLIC - STATE OF NEW YORK
NO. 01SE6069169
QUALIFIED IN ALBANY COUNTY
MY COMMISSION EXPIRES JANUARY 22, 2006

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty (20)

DESCRIPTION OF CARS: 100-ton, 5150 cubic foot capacity covered hopper cars

CAR NUMBERS: See below:

FURX 840074
FURX 840504
FURX 840517
FURX 840520
FURX 840524
FURX 840538
FURX 840637
FURX 843130
FURX 843596
NDYX 515375
NDYX 515392
NDYX 515996
NDYX 516011
NDYX 516071
NDYX 516077
NDYX 516112
NDYX 516473
NDYX 516475
NDYX 516495
NDYX 516531
Count: 20