

RECORDATION NO. 24334-B FILED

FIRST UNION RAIL

JUN 27 '03

2-54 PM

VIA UPS 2nd DAY AIR

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

SURFACE TRANSPORTATION BOARD

June 25, 2003

Tel 847.318.7575
Fax 847.318.7588

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 three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated June 2, 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:

Lessor:	First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018	Lessee:	Feed Ingredient Trading Corporation 278 Delaware Avenue Delmar, NY 12054
---------	--	---------	--

A description of the railroad equipment covered by the enclosed document is fifteen (15) 4750 cubic foot capacity covered hopper cars, with FURX 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,

A handwritten signature in cursive script that reads "Amy Romo".

Amy Romo
Manager of Documentation

Enclosures

(FEIN003)

RECORDATION NO. 24334-B FILED

ASSGN. NO.: FEIN003

JUN 27 '03

2-54 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 2nd day of June, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Feed 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. 3 the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 25, 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

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

By: K.A. Domrowski

Name: K.A. DOMROWSKI

Title: _____

Title: DIRECTOR OF DOCUMENTATION Executed on this 2nd day of June, 2003.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

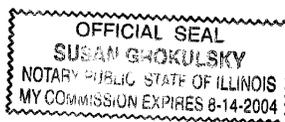
I, SUSAN GOKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 2nd day of June, 2003.

Susan Gokulsky
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

FEED INGREDIENT TRADING CORPORATION

By: Richard E. Casler
Name: RICHARD E. CASLER
Title: PRESIDENT

ATTEST:

By: Byron Stewart

Name: BYRON STEWART

Title: Director of operations Executed on this 29th day of May, 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 due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 29th day of May, 2003

Jeffrey W. Seay
Notary Public

Commission Expires:
1/22/2006
(Notary Public)

JEFFREY W. SEAY
Notary Public - State of New York
No. 01563069169
Qualified in Albany County
My Commission Expires January 22, 2006

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifteen (15)

DESCRIPTION OF CARS: 4750 cubic foot capacity covered hopper cars

CAR NUMBERS: See below:

FURX 821956
FURX 821960
FURX 821972
FURX 822013
FURX 822024
FURX 822035
FURX 822043
FURX 823331
FURX 823358
FURX 823565
FURX 823641
FURX 827007
FURX 830392
FURX 832190
FURX 839427
Count: 15