

RECORDATION NO. 24986-B FILED

JUL 21 '05

11-28 AM

FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

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

July 13, 2005



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 one (1) copy of a Memorandum of Lease Agreement, dated March 31, 2005, 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 24986.

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: Conrad Yelvington Distributors
2326 Bellevue Ave.
Daytona Beach, FL 32114

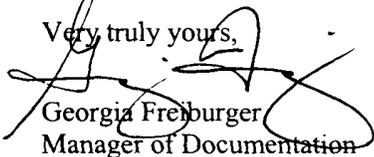
A description of the railroad equipment covered by the enclosed document is ten (10) 2300 cubic foot open top hoppers, with FURX marks (see Exhibit A for numbers).

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

Also enclosed is a check in the amount of \$33.00 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 regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures
(YELV007)

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ASSGN. NO.: YELV007

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 31st day of March, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Conrad Yelvington Distributors, Inc., a Florida corporation.

WITNESSETH:

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.

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 25, 2004, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of _____, 2005 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: [Signature]
Name: K.A. DOMBROWSKI
Title: DIRECTOR OF DOCUMENTATION

By: [Signature]
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 31st day of March, 2005.

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

I, THERESA CATAPANO, 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 31st day of MARCH, 2005

[Signature]
Notary Public

My Commission Expires:

9-3-08
(Notary Public)



LESSEE:

CONRAD YELVINGTON DISTRIBUTORS, INC.

ATTEST:

By: [Signature]
Name: MEXTRIFLEX
Title: CEO

By: [Signature]
Name: CONRAD YELVINGTON
Title: PRESIDENT

Executed on this 28th day of MARCH, 2005.

[CORPORATE SEAL]

STATE OF Florida
COUNTY OF Volusia

I, Lisa K Vann, a Notary Public of the County and State aforesaid, certify that Gary Yelvington 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 28th day of March, 2005

Lisa K Vann
Notary Public

My Commission Expires:

(Notary Public)



LISA K. VANN
Notary Public, State of Florida
My Comm. Exp. Jun. 17, 2005
Comm. No. DD 016070

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Ten (10)

DESCRIPTION OF CARS: Open Top Hopper Cars, 2300 cu. ft., 263 GRL

CAR NUMBERS:

FURX	911121
FURX	911126
FURX	911127
FURX	911131
FURX	911134
FURX	911149
FURX	911154
FURX	911156
FURX	911169
FURX	911178
Count:	10