



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

VIA UPS NEXT DAY AIR

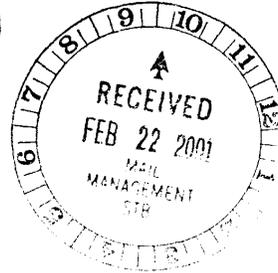
February 21, 2001

RECORDATION NO. 22767-B FILED

FEB 26 '01 19-46 AM

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) copies of a Memorandum of Lease Agreement, dated February 5, 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 22767.

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: Technisand, Inc. South Olive Drive Wedron, IL 60557</p>
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A description of the railroad equipment covered by the enclosed document is twenty (20) 4750 cubic foot covered hopper cars, with car numbers NDYX 475004-475049, non-inclusive.

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

Memorandum of Lease between First Union Rail Corporation, Lessor and Technisand, Inc., Lessee, covering 20 4750 cubic foot covered hopper cars, with car numbers NDYX 475004-475049, non-inclusive.

Also enclosed is a check in the amount of \$27.00 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
 Tiffany Chase-Morrison
 Manager of Documentation

Enclosures

(TECH014)

ASSGN. NO.: TECH014

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 5th day of February, 2001, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Technisand, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 23, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 12 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 30, 2000 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
Title: Vice President Sales & Marketing

By: K.A. Dombrowski
Name: K.A. DOMBROWSKI
Title: DIRECTOR OF DOCUMENTATION

Executed on this 5th day of Feb., 2001.

[CORPORATE SEAL]

RECORDATION NO. 22767-B FILED

FEB 26 '01 1 9-46 AM

STATE OF ILLINOIS
COUNTY OF COOK

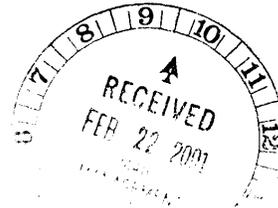
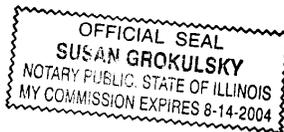
SURFACE TRANSPORTATION BOARD

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 due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 5th day of February, 2001.

Susan Grokulskey
Notary Public

My Commission Expires:
8-14-2004
(Notary Public)



LESSEE:

TECHNISAND, INC.

By: Thomas Mitropoulos

Name: Thomas Mitropoulos

Title: VP Transportation

ATTEST:

By: Lisa Jackson

Name: Lisa Jackson

Title: Admin. Asst. Transportation Executed on this 25th day of January, 2001.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF La Salle

I, Kimberly S. Gutencoid, a Notary Public of the County and State aforesaid, certify that Thomas 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 25th day of January, 2001

Kimberly S. Gutencoid
Notary Public

Commission Expires:

10-26-03
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty (20)

DESCRIPTION OF CARS: 4750 cu. ft. 100 ton covered hoppers

CAR NUMBERS:

NDYX	475004	NDYX	475029
NDYX	475007	NDYX	475035
NDYX	475008	NDYX	475037
NDYX	475011	NDYX	475038
NDYX	475014	NDYX	475040
NDYX	475017	NDYX	475041
NDYX	475019	NDYX	475046
NDYX	475021	NDYX	475047
NDYX	475023	NDYX	475048
NDYX	475024	NDYX	475049