



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

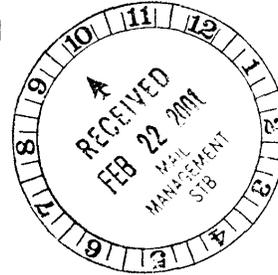
February 21, 2001

RECORDATION NO. 23357-4 FILED

FEB 26 '01 11:06 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 December 12, 2000, 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 23357.

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: Network Trading, Inc. 301 S. Main Street Nerstrand, MN 55053
--	--

A description of the railroad equipment covered by the enclosed document is two (2) 5200 cubic foot covered hopper cars, with car numbers FURX 845231 and FURX 845232.

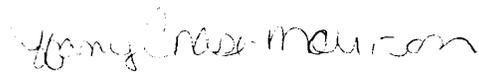
A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Network Trading, Inc., covering 2 5200 cubic foot covered hopper cars, with car numbers FURX 845231 and FURX 845232.

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
 Manager of Documentation

Enclosures

(NETR002)

ASSGN. NO.: NETR002

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 12th day of December, 2000 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Network Trading, Inc., a Minnesota corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of December 12, 2000, 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 December 2, 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: K.A. Dombrowski
Name: K.A. DOMBROWSKI
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 12th day of December 2000

[CORPORATE SEAL]

RECORDATION NO. 23357-A FILED

STATE OF ILLINOIS

FEB 26 '01 11:06 AM

COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

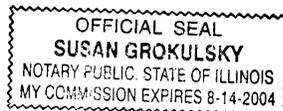
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12th day of December, 2000.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

NETWORK TRADING, INC.

ATTEST:

By: _____
Name: _____
Title: _____

By: [Signature]
Name: Kirk K. Sandager
Title: President

Executed on this 5th day of December, 2000.

[CORPORATE SEAL]

STATE OF Minnesota
COUNTY OF Rice

I, Charles L. Sheridan III, a Notary Public of the County and State aforesaid, certify that Kirk K. Sandager 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 December, 2000.

[Signature]
Notary Public

My Commission Expires:

Jan 31, 2005
(Notary Public)

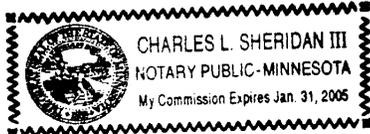


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Two (2)

DESCRIPTION OF CARS: 5200cfc covered hopper cars equipped with gravity gates
and trough hatches

CAR NUMBERS: FURX 845231, FURX 845232