



First Union Rail Corporation
 NC5811
 One O'Hare Center
 6250 River Road, Suite 5000
 Rosemont, IL 60018-4214
 Tel 847 318-7575
 Fax 847 318-7588

May 10, 2001



VIA UPS NEXT DAY AIR

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 March 13, 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 22053.

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: DeBruce Grain, Inc. 4100 N. Mulberry Drive Kansas City, MO 64116
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A description of the railroad equipment covered by the enclosed document is five (5) 20,000 gallon interior coiled, non-insulated, non-lined, DOT spec. 211A100W-1 tank cars with 6" plug bottom valves, with car numbers GROX 2026-2068, non-inclusive.

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

Memorandum of Lease between First Union Rail Corporation, Lessor and DeBruce Grain, Inc., Lessee, covering 5 20,000 gallon interior coiled, non-insulated, non-lined, DOT spec. 211A100W-1 tank cars with 6" plug bottom valves, with car numbers GROX 2026-2068, non-inclusive.

Also enclosed is a check in the amount of \$28.00 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

(DEBR004)

22053-A

MAY 23 '01 9-42 AM

SURFACE TRANSPORTATION BOARD

ASSGN. NO.: DEBR004

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 13th day of March, 2001, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and DeBruce Grain, Inc. ("Lessee"), a Missouri corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 1, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February 20, 2001, 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: J. Morrison
Name: J. Morrison

Title: Executed on this 13th day of March, 2001.

[CORPORATE SEAL]

STATE OF ILLINOIS

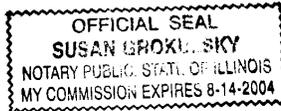
COUNTY OF COOK

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 due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13th day of March, 2001.

Susan Grokulskey
Notary Public

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



RECORDATION NO. 22053-A FILED

MAY 23 '01 9-42 AM

SURFACE TRANSPORTATION BOARD

LESSEE:

DEBRUCE GRAIN, INC.

By: Shane Berrett

Name: Shane Berrett

Title: Asst. Director of Transportation

ATTEST:

By: Joni L. Hawn

Name: Joni L. Hawn

Title: Benefits Coordinator

Executed on this 10th day of March, 2001.

[CORPORATE SEAL]

STATE OF MO

COUNTY OF CLAY

I, Marsha Kaye Schwartz, a Notary Public of the County and State aforesaid, certify that Shane Berrett 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 6 day of March, 2001

Marsha Kaye Schwartz
Notary Public

Commission Expires:

MARSHA KAYE SCHWARTZ
Notary Public - State of Missouri
Commissioned in Clay County
My Commission Expires Aug. 17.2004

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Five (5)

DESCRIPTION OF CARS: Tank Cars, 1968-1969 built, 20,000 gallon interior coiled, non-insulated, non-lined. DOT spec, as 211A100W-1 with 6" plug bottom valves.

CAR NUMBERS: GROX 2026, GROX 2032, GROX 2046, GROX 2054, GROX 2068