



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

RECORDATION NO. 23649-A FILED

OCT 18 '01 11-12 AM

VIA UPS 2nd DAY AIR

October 11, 2001

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 September 17, 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 23649.

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:	Astaris, LLC 622 Emerson Road Suite 500 St. Louis, MO 63141
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A description of the railroad equipment covered by the enclosed document is twenty-four (24) 5250 cu. ft. covered hopper cars, with car numbers FURX (see Exhibit A for car numbers).

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

Memorandum of Lease between First Union Rail Corporation, Lessor and Astaris, LLC, Lessee, covering 24 5250 cu. ft. covered hopper cars, with car numbers FURX (see Exhibit A for car numbers).

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) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulsky
Susan Grokulsky
Manager - Documents Administration

Enclosures

(ASTA003)

ASSGN. NO.: ASTA003

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 17th day of September, 2001 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Astaris LLC, a Missouri corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of February 11, 2001, 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 August 15, 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: Susan Grokulsky
Name: SUSAN GROKULSKY
Title: MGR DOCUMENTS ADMIN.

Executed on this 17th day of September, 2001

[CORPORATE SEAL]

STATE OF Illinois

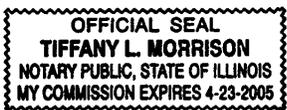
COUNTY OF Lake

I, Tiffany L. Morrison, 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 17th day of September, 2001.

Tiffany L. Morrison
Notary Public

My Commission Expires:
4/23/05
(Notary Public)



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SURFACE TRANSPORTATION BOARD

LESSEE:

ASTARIS LLC

ATTEST:

By: _____
Name: _____
Title: _____

By: Timothy J. Zuerlein
Name: TIMOTHY J. ZUERLEIN
Title: SUPPLY CHAIN DIR.

Executed on this 28 day of AUG, 2001.

[CORPORATE SEAL]

STATE OF Missouri:

COUNTY OF St. Louis

I, Linda S. Nickelson, a Notary Public of the County and State aforesaid, certify that Timothy J. Zuerlein personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28th day of August, 2001.

Linda S. Nickelson
Notary Public

My Commission Expires:

April 7 2002
(Notary Public)

LINDA S. NICKELSON
Notary Public - Notary Seal
STATE OF MISSOURI
ST. Louis County
My Commission Expires: Apr. 7, 2002

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-four (24)

DESCRIPTION OF CARS: 5250 cu. ft. Covered Hopper Cars with Gravity Gates,
Trough Hatch Covers, and 286,000 grl

CAR NUMBERS: See below

FURX	850017
FURX	850046
FURX	850083
FURX	850287
FURX	850667
FURX	850718
FURX	850762
FURX	850763
FURX	850765
FURX	850777
FURX	850790
FURX	850801
FURX	850815
FURX	850816
FURX	850827
FURX	850848
FURX	850855
FURX	850858
FURX	850877
FURX	850886
FURX	850899
FURX	850907
FURX	850910
FURX	850912