



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. 22658-C FILED

VIA UPS 2<sup>nd</sup> DAY AIR

November 27, 2001

NOV 29 '01 3-31 PM

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 three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated November 6, 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 22658.

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: Interstate Commodities, Inc.          7 Madison Street          Troy, NY 12181</p>
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A description of the railroad equipment covered by the enclosed document is forty-seven (47) 5250 cubic foot covered hopper cars with FURX marks (see Exhibit A for numbers).

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

Memorandum of Lease between First Union Rail Corporation, Lessor, and Interstate Commodities, Inc., Lessee, covering forty-seven (47) 5250 cubic foot covered hopper cars with FURX marks (see Exhibit A for 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

(INC1010)

ASSGN. NO. INCI010

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6<sup>th</sup> day of November, 2001, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Interstate Commodities, Inc. ("Lessee"), a New York corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 24, 1999, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 10 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 12, 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: [Signature]  
Name: K.A. Dombrowski  
Title: DIRECTOR OF DOCUMENTATION

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

Executed on this 6<sup>th</sup> day of November, 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 6<sup>th</sup> day of November, 2001.

[Signature]  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



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SURFACE TRANSPORTATION BOARD

LESSEE:

INTERSTATE COMMODITIES, INC.

By: [Signature]

Name: MORLEY A. DAEMN JR.

Title: TRANSPORTATION MGR.

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this 25<sup>th</sup> day of October, 2001.

[CORPORATE SEAL]

STATE OF New York

COUNTY OF Schenectady

I, Victor A. Oberting III, a Notary Public of the County and State aforesaid, certify that Morley A. Daem Jr. 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 25 day of October, 2001

Notary Public

Commission Expires:

\_\_\_\_\_  
(Notary Public)

**VICTOR A. OBERTING III**  
Notary Public, State Of New York  
No. 020B6055561  
Qualified in Albany County  
Commission Expires Feb. 26, 2003

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Forty-Seven (47)

DESCRIPTION OF CARS: 100-ton, 5250 cubic foot capacity covered hopper cars

CAR NUMBERS: See below:

FURX 850002	FURX 850376
FURX 850032	FURX 850421
FURX 850044	FURX 850436
FURX 850048	FURX 850440
FURX 850059	FURX 850448
FURX 850065	FURX 850490
FURX 850084	FURX 850538
FURX 850100	FURX 850565
FURX 850101	FURX 850572
FURX 850124	FURX 850574
FURX 850132	FURX 850582
FURX 850136	FURX 850587
FURX 850148	FURX 850598
FURX 850165	FURX 850604
FURX 850176	FURX 850630
FURX 850183	FURX 850677
FURX 850238	FURX 850688
FURX 850240	FURX 850694
FURX 850252	FURX 850697
FURX 850254	FURX 850967
FURX 850330	FURX 850973
FURX 850363	FURX 850979
FURX 850367	Count: 47
FURX 850370	
FURX 850371	