



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. 23357-B

JUN 02 10-17 AM

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

December 27, 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 December 3, 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 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
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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 \$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,

*Susan Grokulsky*  
 Susan Grokulsky  
 Manager - Documents Administration

Enclosures

(NETR003)

ASSGN. NO.: NETR003

10-17-2001

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 3rd day of December, 2001 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, 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 December 2, 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 3rd day of December, 2001

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

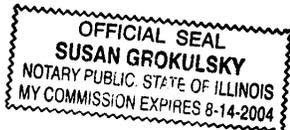
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3rd day of December, 2001.

[Signature]  
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: Pres. dan

Executed on this \_\_\_ day of \_\_\_\_\_, 2001

[CORPORATE SEAL]

STATE OF Minnesota

COUNTY OF Rice

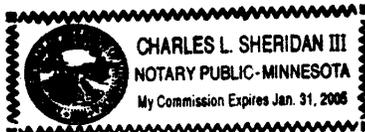
I, Charles L. Sheridan III, a Notary Public of the County and State aforesaid, certify that Kirk K. Sandager personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 26<sup>th</sup> day of November, 2001.

[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: 5200 cu. ft. covered hopper cars equipped with gravity gates  
and trough hatches

CAR NUMBERS: FURX 845231, FURX 845232

**How to Turbo Scan Recordations**  
**Janice/Dolores**

1. Press Control + Alt + Delete to login as directed by the computer.
2. ~~Enter~~ *type in your name*  
Enter your windows password
3. A window will appear Select the Scan Icon
4. Login with your User name - **you do not need a password.** You will another screen.
5. Click on Yellow Scan Icon (under the word Capture). A mini screen will appear.
6. Update this screen as indicated below:
  - A. Name the document with the Recordation No.
  - B. Under Job No. click on STBdfrec - Day Forward Recordation
  - C. Click on High Priority
  - D. Click on Create Thumb Nail
  - E. Click OK
7. Place document face down in tray with the head toward the machine
8. Click the **Start** which indicates **Start**
9. You will get a message do you want to save images to server click **YES.** (If you must split a document you will receive a message that says continuous of stop)
10. When the document has completed scanning You will get a message click **stop.**
11. click on the Yellow Folder Icon to close out the document .
12. You will then get a message to promote the document, click yes.
13. This completes that document. To start the next document go back to No. 5 ad continue.
14. **When you have finished scanning exit - otherwise others may not be able to use the software.**