



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

January 18, 2001

RECORDATION NO. 23348 FILED

JAN 23 '01 10-30 AM



Mr. Vernon E. Williams
 Surface Transportation Board
 1925 K Street, N.W., Room 704
 Washington, DC 20423-0001
 Attn: Recordation of Railroad Equipment

SURFACE TRANSPORTATION BOARD

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 June 26, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. 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: GLNX Corporation
 10077 Grogan's Mill Rd, Ste. 450
 The Woodlands, TX 77380

A description of the railroad equipment covered by the enclosed document is three (3) 5750 cubic foot plastic pellet covered hopper cars with car numbers RUSX 9052, 9053 and 9101.

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

Memorandum of Lease between First Union Rail Corporation, Lessor and GLNX Corporation, Lessee, covering 3 5750 cubic foot plastic pellet covered hopper cars with car numbers RUSX 9052, 9053, and 9101.

Also enclosed is a check in the amount of \$26.00 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

(GLNX003)

ASSGN. NO. GLNX003

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26th day of June, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and GLNX Corporation ("Lessee"), a Texas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 16, 2000, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 16, 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: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

By: K. A. Dombrowski
Name: K. A. Dombrowski
Title: DIRECTOR OF DOCUMENTATION

Executed on this 26th day of June, 2000.

[CORPORATE SEAL]

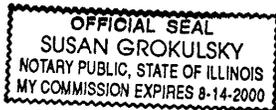
STATE OF ILLINOIS
COUNTY OF COOK

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 26th day of JUNE, 2000

Susan Grokulsky
Notary Public

My Commission Expires:
8-14-2000
(Notary Public)



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JAN 23 '01 10-30AM

SURFACE TRANSPORTATION BOARD

LESSEE:

GLNX CORPORATION

By: [Signature]

Name: Warner W. Abel, Jr.

Title: President

ATTEST:

By: [Signature]

Name: Jerry Saxehorn

Title: VP Sales

Executed on this 7 day of JUNE, 2000

[CORPORATE SEAL]

STATE OF TEXAS

COUNTY OF Montgomery

I, Cheryl A. Nine, a Notary Public of the County and State aforesaid, certify that Warner W. Abel, 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 7th day of JUNE, 2000

[Signature]
Notary Public

Commission Expires:
8/7/02
(Notary Public)

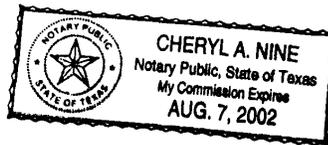


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS:	Three (3)
DESCRIPTION OF CARS:	Plastic pellet Covered Hopper Cars, 5750 cu. ft., Epoxy lined, Pneumatic Gates
CAR NUMBERS:	RUSX 9052, RUSX 9053 and RUSX 9101