



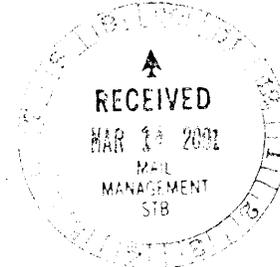
First Union Rail Corporation  
 One O'Hare Center  
 6250 River Road, Suite 5000  
 Rosemont, IL 60018-4214  
 Tel 847 318-7575  
 Fax 847 318-7588

VIA UPS NEXT DAY AIR

RECORDATION NO. 23422 FILED

March 13, 2001

MAR 22 '01 10-17 AM  
 TS  
 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 February 5, 2001, 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: Darling International Inc. 251 O'Connor Ridge Blvd., Suite 300 Irving, TX 75038
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A description of the railroad equipment covered by the enclosed document is forty-five (45) 5150 cubic foot covered hopper cars, with car numbers NDYX 516325-516369, inclusive.

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

Memorandum of Lease between First Union Rail Corporation, Lessor and Darling International Inc., Lessee, covering 45 5150 cubic foot covered hopper cars, with car numbers NDYX 516325-516369, inclusive.

Also enclosed is a check in the amount of \$27.00 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  
 Manager of Documentation

Enclosures

(DARL002)

ASSGN. NO.: DARL002

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 5<sup>th</sup> day of February, 2001, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Darling International, Inc. ("Lessee"), a Delaware corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 1, 2001, 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 January 1, 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

By: K.A. Dombrowski

Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

Name: K.A. DOMBROWSKI

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

Title: DIRECTOR OF DOCUMENTATION Executed on this 5<sup>th</sup> day of Feb., 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 5<sup>th</sup> day of February, 2001.

Susan Grokulsky  
Notary Public

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



RECORDATION NO. 23422 FILED

MAR 22 '01 10-17 AM

SURFACE TRANSPORTATION BOARD

**LESSEE:**

DARLING INTERNATIONAL, INC.

By: Traci Johnson

Name: TRACI JOHNSON

Title: TRANSPORTATION MANAGER

**ATTEST:**

By: Corrie J. Ward

Name: Corrie J. Ward

Title: Traffic Coordinator Executed on this 24<sup>th</sup> day of January, 2001.

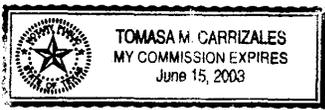
[CORPORATE SEAL]

STATE OF TEXAS

COUNTY OF DALLAS

I, Tomasa M. Carrizales, a Notary Public of the County and State aforesaid, certify that Traci Johnson 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 24<sup>th</sup> day of January, 2001.



Tomasa M. Carrizales  
Notary Public

Commission Expires:

6/15/03  
(Notary Public)

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

NUMBER OF CARS: Forty-five (45)

DESCRIPTION OF CARS: Covered Hoppers, 5150 cu. ft. capacity

CAR NUMBERS: See below:

NDYX 516325	NDYX 516359
NDYX 516326	NDYX 516360
NDYX 516327	NDYX 516361
NDYX 516328	NDYX 516362
NDYX 516329	NDYX 516363
NDYX 516330	NDYX 516364
NDYX 516331	NDYX 516365
NDYX 516332	NDYX 516366
NDYX 516333	NDYX 516367
NDYX 516334	NDYX 516368
NDYX 516335	NDYX 516369
NDYX 516336	Count: 45
NDYX 516337	
NDYX 516338	
NDYX 516339	
NDYX 516340	
NDYX 516341	
NDYX 516342	
NDYX 516343	
NDYX 516344	
NDYX 516345	
NDYX 516346	
NDYX 516347	
NDYX 516348	
NDYX 516349	
NDYX 516350	
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