



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

RECORDATION NO. 23649 FILED

SEP 18 '01 18-86 AM VIA UPS NEXT DAY AIR

SURFACE TRANSPORTATION BOARD



September 14, 2001

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 July 17, 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:

<p>Lessor: First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: Astaris, LLC 622 Emerson Road Suite 500 St. Louis, MO 63141</p>
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A description of the railroad equipment covered by the enclosed document is thirty-eight (38) 4750 cubic foot covered hopper cars with gravity gates and trough hatch covers, with car numbers RUSX 483307-486654, non-inclusive.

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 38 4750 cubic foot covered hopper cars with gravity gates and trough hatch covers, with car numbers RUSX 483307-486654, non-inclusive.

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,

Tiffany Chase-Morrison
 Manager of Documentation

Enclosures

(ASTA002)

ASSGN. NO.: ASTA002

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 17th day of July, 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. 2 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of May 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: K.A. DemBrowski
Name: K. A. Dem BROWSKI
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 17th day of July, 2001

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

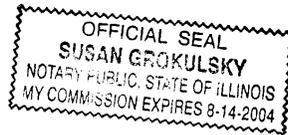
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 17th day of July, 2001.

Susan Grokulska
Notary Public

My Commission Expires:

8-14-2004
(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 DIRECTOR

Executed on this 10th day of July, 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.

LINDA S. NICKELSON
Notary Public Notary Seal
STATE OF MISSOURI
St. Louis County
My Commission Expires: April 7, 2002

and official stamp or seal, this 10th day of July, 2001.

Linda S. Nickelson
Notary Public

My Commission Expires:
April 7, 2002
(Notary Public)

