First Union Rail Corporation
NC5811
Commercial Leasing Group
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018
Tel 847 318-7575
847 318-7588

VIA UPS 2nd DAY AIR

RECORDATION NO. 23746-B FILED

MAY 17 '02 3-16 PM

SURFACE TRANSPORTATION BOARD

RECEIVED
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MANAGEMENT
STB

May 15, 2002

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 one (1) copy of a Memorandum of Lease Agreement, dated March 26, 2002, 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 23746.

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: Lion Chemical Industries, Inc.
1605 Main Street
Daphne, AL 36526

A description of the railroad equipment covered by the enclosed document is six (6) 5851 cubic foot covered hoppers, 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 Lion Chemical Industries, Inc., Lessee, covering six (6) 5851 cubic foot covered hoppers, 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) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone
Manager of Documentation

Enclosures

(LICH003)

RECORDATION NO. 23746-B FILED

MAY 17 '02 3-16 PM

SURFACE TRANSPORTATION BOARD

ASSGN. NO.: LICH003

MEMORANDUM OF LEASE

26th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26th day of March, 2002 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Lion Chemical Industries, Inc., an Alabama corporation.

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of July 23, 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 _____, 2002, 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

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

Executed on this 26th day of March, 2002

ATTEST:

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

[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 March, 2002.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)

OFFICIAL SEAL
SUSAN GROKULSKY
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 8-14-2004

LESSEE:

LION CHEMICAL INDUSTRIES, INC.

ATTEST:

By: Larry Hoover
Name: Larry Hoover
Title: President

By: Ruth P. Martin
Name: Ruth P. Martin
Title: Executive Asst.

Executed on this 20 day of March, 2002.

[CORPORATE SEAL]

STATE OF Alabama

COUNTY OF Baldwin

I, Ruth P. Martin, a Notary Public of the County and State aforesaid, certify that Larry Hoover 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 20 day of March, 2002.

Ruth P. Martin
Notary Public

My Commission Expires:
NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: May 25, 2004
BONDED THRU NOTARY PUBLIC UNDERWRITERS
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS:	Six (6)
DESCRIPTION OF CARS:	5851 cu. ft., 286grl, lined Covered Hopper Cars with pneumatic gates and round hatch covers
CAR NUMBERS:	FURX 870010, FURX 870011, FURX 870024, FURX 870030, FURX 870057 and FURX 870078