



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 2<sup>nd</sup> DAY AIR

November 1, 2002

RECORDATION NO. 24196-A FILED

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

NOV 04 '02 12:38 PM



**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated September 23, 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 24196.

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: Domino Foods, Inc. for  
 The American Sugar Refining Co.  
 8 Cripple Creek Road  
 Howell, NJ 07731

A description of the railroad equipment covered by the enclosed document is thirty (30) 4650 cubic foot covered hopper cars, with FURX marks, (see Exhibit A for numbers).

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

Also enclosed is a check in the amount of \$30.00 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

(DOFO002)

ASSGN. NO. DOFO002

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23<sup>rd</sup> day of September, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Domino Foods Inc., for The American Sugar Refining Company ("Lessee"), a Delaware corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 6, 2002, 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 August 1, 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

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Vice President Sales & Marketing

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

By: A. Carone

Name: Amy Carone

Title: Mgr. of Documentation

Executed on this 23<sup>rd</sup> day of September, 2002

[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 23<sup>rd</sup> day of September, 2002

Susan Grokulska  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



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SURFACE TRANSPORTATION BOARD

**LESSEE:**

DOMINO FOODS INC., for  
THE AMERICAN SUGAR REFINING COMPANY

By: [Signature]  
Name: ROBERT S. GIAMBRONE  
Title: TRANSP. MANAGER

**ATTEST:**

By: [Signature]  
Name: MARTHA SANTANA  
Title: ADM ASSY

Executed on this 6 day of September, 2002

[CORPORATE SEAL]

STATE OF New Jersey  
COUNTY OF Mercer

I, Kathlene E. Holmes, a Notary Public of the County and State aforesaid,  
certify that Robert S. Giambro 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 6 day of September, 2002

[Signature]  
Notary Public

Commission Expires:  
6-26-02  
(Notary Public)

KATHLENE HOLMES  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires June 26, 2003

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

NUMBER OF CARS: Thirty (30)

DESCRIPTION OF CARS: 4650 cubic foot capacity covered hopper cars with gravity pneumatics, food grade lining, 6 round hatches down centerline and loading capacity of 268,000 lbs., ACF built.

CAR NUMBERS: See list below:

FURX 816001  
FURX 816004  
FURX 816009  
FURX 816012  
FURX 816013  
FURX 816016  
FURX 816017  
FURX 816018  
FURX 816019  
FURX 816023  
FURX 816029  
FURX 816039  
FURX 816041  
FURX 816045  
FURX 816046  
FURX 816047  
FURX 816049  
FURX 816050  
FURX 816053  
FURX 816057  
FURX 816064  
FURX 816075  
FURX 816076  
FURX 816077  
FURX 816080  
FURX 816081  
FURX 816082  
FURX 816085  
FURX 816086  
FURX 816088  
Count: 30