



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 2nd DAY AIR

November 19, 2002

RECORDATION NO. 23747-C FILED

NOV 22 02 11-18AM



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 three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated September 9, 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 23747.

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: Sundance Products Inc. 1425 Candler Road Gainesville, GA 30507</p>
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A description of the railroad equipment covered by the enclosed document is fifteen (15) 5851 cubic foot lined plastic pellet 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

(SUPR005)

RECORDATION NO. 23747-C FILED

ASSGN. NO.: SUPR005

NOV 22 '02

11-18AM

MEMORANDUM OF LEASE

9th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 9th day of September, 2002 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Sundance Products Inc., a Georgia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of August 30, 2001, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 5 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of September 3, 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: [Signature]
Name: K.A. DOMEROWSKI
Title: DIRECTOR OF DOCUMENTATION

By: [Signature]
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 9th 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 9th day of September, 2002.

[Signature]
Notary Public

My Commission Expires:

8-14-
(Notary Public)



LESSEE:

SUNDANCE PRODUCTS INC.

ATTEST:

By: *Lorena Torres*
Name: Lorena Torres
Title: COO

By: _____
Name: _____
Title: _____

Executed on this 5 day of Sept, 2002.

[CORPORATE SEAL]

STATE OF Georgia

COUNTY OF Hall

I, Pamela D Rich, a Notary Public of the County and State aforesaid, certify that Lorena Torres 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 5 day of September, 2002.

Pamela D Rich
Notary Public

My Commission Expires:
Notary Public, Hall County, Georgia
My Commission Expires June 19, 2005

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifteen (15)

DESCRIPTION OF CARS: 5851 cu. ft. lined Plastic Pellet Cars with Pneumatic Gates
and Round Hatch Covers

CAR NUMBERS:

FURX	870005
FURX	870042
FURX	870089
FURX	870103
FURX	870235
FURX	870316
FURX	870335
FURX	870353
FURX	870374
FURX	870388
FURX	870403
FURX	870405
FURX	870439
FURX	870521
FURX	870531