

FIRST

First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018-4214
Tel 847 318-7575
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VIA UPS 2nd DAY AIR

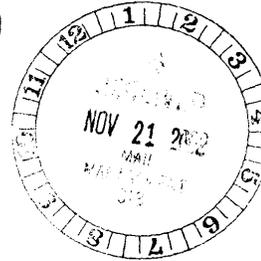
RECORDATION NO. 23747-D FILED

November 19, 2002

NOV 22 2002

11-37AM

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 October 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 23747.

The names and addresses of the parties to the enclosed document are:

Lessor:	First Union Rail Corporation	Lessee:	Sundance Products Inc.
	One O'Hare Center		1425 Candler Road
	6250 River Road, Suite 5000		Gainesville, GA 30507
	Rosemont, IL 60018		

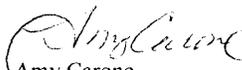
A description of the railroad equipment covered by the enclosed document is five (5) 5851 cubic foot capacity covered hopper cars, with FURX marks (See Exhibit A for numbers).

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

(SUPR006)

ASSGN. NO.: SUPR006

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23rd day of October, 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. 6 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of October 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: [Signature] Name: RICHARD F. SEYMOUR Title: Vice President Sales & Marketing Executed on this 23rd day of October, 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 23rd day of October, 2002.

[Signature] Notary Public

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



RECORDATION NO. 237474 FILED

NOV 22 '02 11-37AM

SURFACE TRANSPORTATION BOARD

LESSEE:

SUNDANCE PRODUCTS INC.

ATTEST:

By: _____
Name: _____
Title: _____

By: Claudia Stein-Martin
Name: Claudia Stein-Martin
Title: VP Finance

Executed on this 15 day of OCT, 2002.

[CORPORATE SEAL]

STATE OF _____

COUNTY OF _____

I, Yvonne Tower, a Notary Public of the County and State aforesaid, certify that Claudia Stein-Martin 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 15 day of October, 2002.

Yvonne Tower
Notary Public

My Commission Expires:

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Five (5)

DESCRIPTION OF CARS: 5851 cu. ft. lined plastic pellet covered hopper cars with
pneumatic gates and round hatch covers

CAR NUMBERS: FURX 870054, 870056, 870074, 870095 and 870443