



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

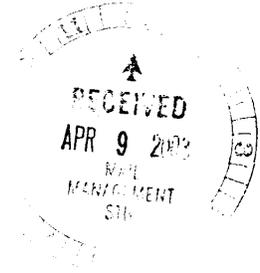
VIA UPS 2nd DAY AIR

April 7, 2003

RECORDATION NO. 24401 FILED

APR 10 '03 10-29 AM

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 February 25, 2003, 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:

Lessor: First Union Rail Corporation
 One O'Hare Center
 6250 River Road, Suite 5000
 Rosemont, IL 60018

Lessee: Donnelly Commodities, Inc.
 14 Manor Road
 Smithtown, NY 11787

A description of the railroad equipment covered by the enclosed document is twenty-five (25) 4750 cubic foot covered hopper cars, with FURX, RUSX, and UMPX 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 Carbone
 Manager of Documentation

Enclosures

(DOC0002)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 25th day of February, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Donjelly Commodities, Inc. ("Lessee"), a New York corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of February 25, 2003, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 10, 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. Dombrowski
Title: DIRECTOR OF DOCUMENTATION

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

Executed on this 25th day of Feb., 2003.

[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 25th day of February, 2003.

[Signature]
Notary Public

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



RECORDATION NO. 24401 FILED

APR 10 '03 10-29 AM

SURFACE TRANSPORTATION BOARD

LESSEE:

DONNELLY COMMODITIES, INC.

By: Kevin Donnelly

Name: _____

Title: _____

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this ____ day of _____, ____.

[CORPORATE SEAL]

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public of the County and State aforesaid, certify that _____ 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 ____ day of _____, ____.

Notary Public

Commission Expires:

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-five (25)

DESCRIPTION OF CARS: 4750 cubic foot capacity covered hopper cars with trough hatches and gravity outlet gates. Cars have 263,000-lbs. capacity.

CAR NUMBERS: See below:

FURX 463152
FURX 463161
FURX 822371
FURX 822380
FURX 822454
FURX 824267
FURX 824283
FURX 827044
FURX 827501
FURX 827658
FURX 827943
FURX 827971
FURX 828035
FURX 828134
FURX 830025
FURX 830037
FURX 830065
FURX 839365
RUSX 5467
RUSX 5497
RUSX 5519
RUSX 5526
RUSX 500068
UMPX 12208
UMPX 487299
Count: 25