



**First Union Rail Corporation**  
 NCS811  
 Commercial Leasing Group  
 One O'Hare Centre  
 6250 River Road, Suite 5000  
 Rosemont, IL 60018  
 Tel 847 318-7575  
 847 318-7588

RECORDATION NO. 23747-F FILED  
 APR 10 '03 10-52 AM

VIA UPS 2<sup>nd</sup> DAY AIR

April 7, 2003

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 March 24, 2003, 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 one (1) 5851 cubic foot capacity covered hopper car, with car number FURX 870050.

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

(SUPR008)

RECORDATION NO. 23747-F FILED

ASSGN. NO.: SUPR008

APR 10 '03

10-5 2 AM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 24th day of March, 2003 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. 8 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of March 4, 2003, 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 24th day of March, 2003

[CORPORATE SEAL]

STATE OF Illinois  
COUNTY OF DeWitt

I, BARBARA A. UNGER, 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 24th day of March, 2003.

[Signature]  
Notary Public

My Commission Expires:  
  
(Notary Public)



**LESSEE:**

SUNDANCE PRODUCTS INC.

ATTEST:

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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

Executed on this 18 day of March, 2003.

[CORPORATE SEAL]

STATE OF Georgia

COUNTY OF Hall

I, Pamela D. Rich, 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 18<sup>th</sup> day of March, 2003.

*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: One (1)

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

CAR NUMBERS: FURX 870050