



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 25, 2003

RECORDATION NO. 24428 FILED

APR 30 '03 10-19 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 April 1, 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: FGDI, L.L.C. 19901 N. Dixie Highway Suite B Bowling Green, OH 43402
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A description of the railroad equipment covered by the enclosed document is one hundred nineteen (119) 4750 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

(FGDI002)

ASSGN. NO.: FGDI002

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of April, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and FGDI L.L.C. ("Lessee"), a limited liability corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 22, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 23, 2001, 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: K.A. Domarowski
Name: K.A. DOMAROWSKI
Title: DIRECTOR OF DOCUMENTATION

Executed on this 1st day of April, 2003.

[CORPORATE SEAL]

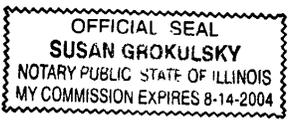
STATE OF ILLINOIS
COUNTY OF COOK

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 1st day of APRIL, 2003.

Susan Grokulska
Notary Public

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



REGISTRATION NO. 24428 FILED
APR 30 '03 10-19 AM
AIRFARE TRANSPORTATION BOARD

LESSEE:

FGDI L.L.C.

By: Michael L Courter

Name: Michael L Courter

Title: AUP Transportation

ATTEST:

By: Robert W. Obrock

Name: Robert W. Obrock

Title: VP-COO

Executed on this 22nd day of August, 2002.

[CORPORATE SEAL]



STATE OF OHIO

COUNTY OF WOOD

I, DONALD EUGENE FINN, a Notary Public of the County and State aforesaid, certify that MICHAEL COURTER 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 22ND day of AUGUST, 2002.

Donald Eugene Finn
Notary Public

Commission Expires:

DONALD EUGENE FINN
~~Notary Public, State of Ohio~~
My Commission Expires **5-21-03**

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred nineteen (119)

DESCRIPTION OF CARS: 4,750 covered hopper cars with gravity discharge gates and trough hatches

CAR NUMBERS: See below:

FURX 488072	FURX 826774	FURX 827070	FURX 828003
FURX 820827	FURX 826778	FURX 827073	FURX 828009
FURX 820864	FURX 826782	FURX 827075	FURX 828010
FURX 821508	FURX 826792	FURX 827079	FURX 828011
FURX 822257	FURX 826807	FURX 827082	FURX 828014
FURX 822301	FURX 826817	FURX 827127	FURX 828015
FURX 822313	FURX 826818	FURX 827151	FURX 828017
FURX 822381	FURX 826832	FURX 827600	FURX 828020
FURX 822387	FURX 826835	FURX 827604	FURX 828028
FURX 822388	FURX 826841	FURX 827607	FURX 828032
FURX 822432	FURX 826874	FURX 827632	FURX 828045
FURX 822436	FURX 826883	FURX 827633	FURX 828047
FURX 822438	FURX 826902	FURX 827637	FURX 828048
FURX 822445	FURX 826905	FURX 827654	FURX 828306
FURX 822446	FURX 826907	FURX 827664	FURX 828336
FURX 822452	FURX 826912	FURX 827693	FURX 828355
FURX 822466	FURX 826915	FURX 827694	FURX 828464
FURX 822892	FURX 826920	FURX 827707	FURX 828591
FURX 823050	FURX 826927	FURX 827891	FURX 828777
FURX 823066	FURX 826964	FURX 827936	FURX 830524
FURX 823076	FURX 826989	FURX 827945	FURX 830822
FURX 823112	FURX 826990	FURX 827950	FURX 831039
FURX 823446	FURX 826997	FURX 827951	FURX 832065
FURX 824345	FURX 827001	FURX 827952	FURX 832086
FURX 826042	FURX 827010	FURX 827953	FURX 832092
FURX 826758	FURX 827019	FURX 827955	FURX 832097
FURX 826761	FURX 827021	FURX 827969	FURX 832099
FURX 826763	FURX 827029	FURX 827976	FURX 832103
FURX 826768	FURX 827034	FURX 827986	FURX 832112
	FURX 827055	FURX 827996	FURX 832127