



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

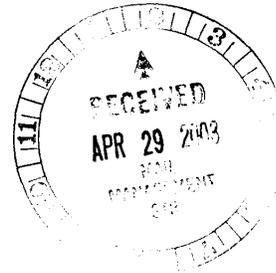
VIA UPS 2<sup>nd</sup> DAY AIR

April 25, 2003

RECORDATION NO. 24401-A FILED

APR 30 '03 10-5000

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 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 on this date with the Commission under Recordation Number 24401.

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 seventy-five (75) 4750 cubic foot capacity 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 Carone  
 Manager of Documentation

Enclosures

(DOC0003)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 25<sup>th</sup> day of February, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Donnelly 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. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 4, 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: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing  
Title: \_\_\_\_\_

By: K.A. Dombrowski  
Name: K.A. DOMBROWSKI  
Title: DIRECTOR OF DOCUMENTATION

Executed on this 25<sup>th</sup> day of Feb., 2003.

[CORPORATE SEAL]

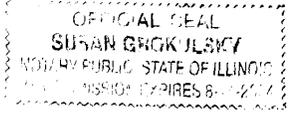
STATE OF ILLINOIS  
COUNTY OF COOK

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 25<sup>th</sup> day of February, 2003.

Susan Grokulska  
Notary Public

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



RECORDATION NO. 24401-A FILED  
APR 30 '03 10:40 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:           Seventy-five (75)

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

CAR NUMBERS:            See below:

FURX	4101	FURX	826787	FURX	829600
FURX	4102	FURX	826802	FURX	829602
FURX	4112	FURX	826809	FURX	829717
FURX	4116	FURX	826811	FURX	829878
FURX	463147	FURX	826812	FURX	830259
FURX	463175	FURX	826837	FURX	830276
FURX	463177	FURX	826878	FURX	830701
FURX	463184	FURX	826892	FURX	830779
FURX	463189	FURX	826914	FURX	830898
FURX	463190	FURX	826926	FURX	830920
FURX	463194	FURX	826929	FURX	832161
FURX	463196	FURX	826947	FURX	832163
FURX	463238	FURX	826959	RUSX	4115
FURX	463240	FURX	827016	RUSX	500016
FURX	463244	FURX	827045	UMPX	300115
FURX	463246	FURX	827049	UMPX	482647
FURX	821503	FURX	827060	UMPX	482648
FURX	821506	FURX	827088	UMPX	483134
FURX	821512	FURX	827178	UMPX	483226
FURX	824421	FURX	827416	UMPX	483499
FURX	824588	FURX	827508	UMPX	483514
FURX	826292	FURX	828264	UMPX	487845
FURX	826766	FURX	828445	UMPX	487967
FURX	826767	FURX	828463	Count:	75
FURX	826771	FURX	828483		
FURX	826786	FURX	829441		