

RECORDATION NO. 24428-B, FILED

JUN 27 '03

1:11 PM

FIRST UNION RAIL

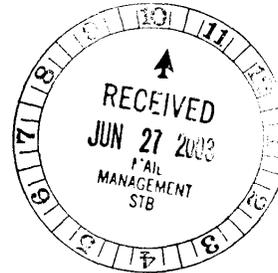
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

SURFACE TRANSPORTATION BOARD VIA UPS 2nd DAY AIR

June 25, 2003



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 25, 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 24428.

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

A description of the railroad equipment covered by the enclosed document is seventy-one (71) 4650/4750 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 Romo
Manager of Documentation

Enclosures

(FGDI006)

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ASSGN. NO.: FGDI006

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 25th day of October, 2002, 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. 5 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 15, 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

By: K.A. Dombrowski

Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Name: K.A. DOMBROWSKI

Title: _____

Title: DIRECTOR OF DOCUMENTATION Executed on this 25th day of Oct., 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 25th day of October, 2002.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

FGDI, L.L.C.

By: Michael L Courter

Name: Michael L Courter

Title: AUP Transportation

ATTEST:

By: Robert W. Obank

Name: Robert W. Obank

Title: VP - COO

Executed on this 18th day of OCTOBER, 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 L 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 18th day of OCTOBER, 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: Seventy one (71) cars

DESCRIPTION OF CARS: 4650/4750 cubic foot capacity covered hopper cars with gravity discharge gates and trough hatches

CAR NUMBERS: See below:

FURX 4103	FURX 827096	FURX 832076
FURX 463182	FURX 827588	FURX 832091
FURX 818516	FURX 827613	FURX 832109
FURX 820866	FURX 827900	FURX 832113
FURX 821069	FURX 827970	FURX 832131
FURX 822306	FURX 828018	FURX 832136
FURX 822312	FURX 828023	NDYX 475052
FURX 822319	FURX 828029	NDYX 475238
FURX 822450	FURX 828040	NDYX 490026
FURX 822463	FURX 828042	RUSX 5453
FURX 823937	FURX 830007	RUSX 5461
FURX 824258	FURX 830035	RUSX 5465
FURX 824264	FURX 830036	RUSX 5490
FURX 825972	FURX 830044	RUSX 5501
FURX 826035	FURX 830053	RUSX 5505
FURX 826105	FURX 830155	RUSX 5508
FURX 826200	FURX 830265	RUSX 5517
FURX 826210	FURX 830303	RUSX 10597
FURX 826273	FURX 830326	RUSX 488115
FURX 826894	FURX 830789	UMPX 12173
FURX 826946	FURX 830792	UMPX 480075
FURX 826998	FURX 832063	UMPX 510936
FURX 827051	FURX 832064	UMPX 511600
FURX 827064	FURX 832074	Count: 71