

RECORDATION NO. 24428-C FILED

JUN 27 '03

1:14 PM

FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR

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

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 April 1 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 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 twenty-two (22) 4750 cubic foot capacity 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 Romo
Manager of Documentation

Enclosures

(FGDI004)

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ASSGN. NO.: FGDI004

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

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 2002, 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 January 9, 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. Domarowski

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Name: K.A. Domarowski

Title: _____

Title: DIRECTOR OF DOCUMENTATION Executed on this 1st day of April, 2003.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

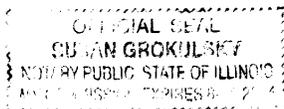
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

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)



LESSEE:

FGDI, L.L.C.

By: Michael L Courter
Name: Michael L Courter
Title: AUP Transportation

ATTEST:

By: Robert W. Obach
Name: Robert W. Obach
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 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 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: Twenty-two (22)

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

CAR NUMBERS:

- FURX 463198
- FURX 816115
- FURX 818631
- FURX 823922
- FURX 823924
- FURX 823930
- FURX 823935
- FURX 823940
- FURX 824125
- FURX 824135
- FURX 824179
- FURX 824180
- FURX 824242
- FURX 824656
- FURX 824734
- FURX 825956
- FURX 826873
- FURX 826921
- FURX 826924
- FURX 827092
- FURX 827931
- FURX 829536

Count: 22