

RECORDATION NO. 22658-F FILED

AUG 04 '03

2-53 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR

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

July 30, 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 July 9, 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 22658.

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: Interstate Commodities, Inc.
7 Madison Street
Troy, NY 12181

A description of the railroad equipment covered by the enclosed document is fifty-two (52) 5250 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 Rómo

Manager of Documentation

Enclosures

(INCI015)

RECORDATION NO. 22655-F FILED

AUG 04 '03

2-53 PM

ASSGN. NO. INCI015

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 9th day of July, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Interstate 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 May 24, 1999, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 15 the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February 10, 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: Richard F. Seymour

By: K.A. Dembrowski

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Name: K.A. Dembrowski

Title: _____

Title: DIRECTOR OF DOCUMENTATION Executed on this 9th day of July, 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 9th day of July, 2003.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

INTERSTATE COMMODITIES, INC.

By: *Victor Oberting III*
Name: *Victor Oberting Jr*
Title: *President*

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this *16* day of *June*, *2003*.

[CORPORATE SEAL]

STATE OF *NY*
COUNTY OF *Rensselaer*

I, *Victor Oberting Jr*, a Notary Public of the County and State aforesaid, certify that *Victor Oberting Jr* 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 *16* day of *June*, *2003*.

[Handwritten signature of Notary Public]

Notary Public

Commission Expires:

(Notary Public)

VICTOR A. OBERTING III
Notary Public, State of New York
No. 020B6055861
Qualified in Albany County
Commission Expires Feb. 26, 2007

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty-two (52)

DESCRIPTION OF CARS: 100-ton, 5250 cubic foot covered hopper cars with 286,000-lbs. capacity

CAR NUMBERS:

FURX	840224	FURX	845463
FURX	840727	FURX	845465
FURX	842805	FURX	845484
FURX	842812	FURX	845489
FURX	842817	FURX	845493
FURX	842825	FURX	845500
FURX	842841	FURX	845508
FURX	842844	FURX	845513
FURX	842846	FURX	845515
FURX	842854	FURX	845516
FURX	842890	FURX	845537
FURX	842892	FURX	845538
FURX	842894	FURX	845544
FURX	842901	FURX	845546
FURX	842909	FURX	845553
FURX	842916	FURX	845558
FURX	842920	FURX	845572
FURX	842925	FURX	845595
FURX	842926	FURX	845597
FURX	842946	FURX	850088
FURX	842967	FURX	850401
FURX	842972	FURX	850976
FURX	845403		
FURX	845408		
FURX	845409		
FURX	845413		
FURX	845420		
FURX	845427		
FURX	845447		
FURX	845456		