

RECORDATION NO. 24196-0 FILED

SEP 09 '03

2-49 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588

September 4, 2003

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 July 23, 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 24196.

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:	Domino Foods, Inc. for The American Sugar Refining Company 8 Cripple Creek Road Howell, NJ 07731
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A description of the railroad equipment covered by the enclosed document is seventeen (17) 4650 cu. ft., 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 regarding the above-referenced matter, please contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulsky
Manager of Documentation

Enclosures

(DOFO006)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23rd day of July, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Domino Foods Inc., for The American Sugar Refining Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 6, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 6 the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 29, 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: [Signature]
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing
Executed on this 23rd day of July, 2003.

[CORPORATE SEAL]

RECORDATION NO. 24196-D FILED

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STATE OF ILLINOIS
COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

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 23rd day of July, 2003.

[Signature]
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

DOMINO FOODS INC., for
THE AMERICAN SUGAR REFINING COMPANY

By: [Signature]
Name: ROBERT S. GIAMBRONE
Title: TRANSPORTATION MANAGER

ATTEST:

By: [Signature]
Name: M. STANANA
Title: Admin Asst

Executed on this 15 day of SOOP, 2003.

[CORPORATE SEAL]

STATE OF New Jersey
COUNTY OF Monmouth

I, Carol Schork, a Notary Public of the County and State aforesaid, certify that Robert S. Giambrone 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 15 day of July, 2003.

[Signature]
Notary Public

Commission Expires:

Nov. 16, 2004
(Notary Public)

CAROL SCHORK
Notary Public, State of New Jersey
No. 2171717
Commission Expires Nov. 16, 2004

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Seventeen (17)

DESCRIPTION OF CARS: 4650 cubic foot capacity covered hopper cars with gravity pneumatics, food grade lining, hatch in a hatch configuration with 16" round openings as well as 30" on centerline and loading capacity of 286,000 lbs., ACF built.

CAR NUMBERS:

FURX 816001
FURX 816004
FURX 816012
FURX 816017
FURX 816029
FURX 816047
FURX 816049
FURX 816145
FURX 816146
FURX 816177
FURX 816186
FURX 816189
FURX 816195
FURX 816207
FURX 816212
FURX 816394
FURX 816396
Count: 17