

RECORDATION NO. 24196-E FILED

SEP 23 2003

4-39 PM

VIA UPS 2nd DAY AIR

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 19, 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 two (2) originals and two (2) copies 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 Co.
8 Cripple Creek Road
Howell, NJ 07731

A description of the railroad equipment covered by the enclosed document is twenty-nine (29) 4650 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) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Susan Grokulsky".

Susan Grokulsky
Manager of Documentation

Enclosures

(DOF0005)

ASSGN NO.: DOFO005

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. 5 the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 1, 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: [Signature]
Name: K.A. Demarowski

By: [Signature]
Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing
Title: _____

Title: DIRECTOR OF DOCUMENTATION Executed on this 23rd day of July, 2003.

[CORPORATE SEAL]

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STATE OF ILLINOIS

COUNTY OF COCK

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. GIAMBRENE

Title: TRANSPORTATION MANAGER

ATTEST:

By: [Signature]

Name: MONTANA

Title: DM

Executed on this 15 day of JULY, 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. Giambrene 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: Twenty-nine (29)

DESCRIPTION OF CARS: 4650 cubic foot capacity covered hopper cars with gravity
Pneumatic gates, food grade lining, 6 round hatches down
centerline and loading capacity of 286,000 lbs.

CAR NUMBERS:

FURX	816000
FURX	816008
FURX	816014
FURX	816022
FURX	816025
FURX	816027
FURX	816028
FURX	816030
FURX	816032
FURX	816034
FURX	816035
FURX	816038
FURX	816051
FURX	816052
FURX	816055
FURX	816056
FURX	816058
FURX	816061
FURX	816063
FURX	816066
FURX	816067
FURX	816069
FURX	816070
FURX	816071
FURX	816072
FURX	816073
FURX	816074
FURX	816083
FURX	816087