

RECORDATION NO. 23746-6 FILED

OCT 9 '03

10-51 AM

FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

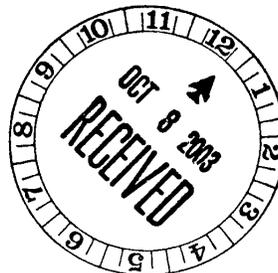
VIA UPS 2<sup>nd</sup> DAY AIR

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

October 6, 2003

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



**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 September 22, 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 23746.

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:	Lion Chemical Industries, Inc. 1605 Main Street Daphne, AL 36526
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A description of the railroad equipment covered by the enclosed document is six (6) 5851 cubic foot capacity covered hopper cars, with car numbers 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,

  
Susan Grokulsky  
Manager of Documentation

Enclosures

(LICH008)

RECORDATION NO. 23746-6 FILED

ASSGN. NO.: LICH008

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

22nd THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the September, 2003 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Lion Chemical Industries, Inc., an Alabama corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of July 23, 2001, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 8 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of September 23, 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: K.A. Sombrowski  
Name: K.A. SOMBROWSKI  
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: VIC. PRESIDENT

Executed on this 22nd day of September 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 22nd day of September, 2003.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



**LESSEE:**

LION CHEMICAL INDUSTRIES, INC.

ATTEST:

By: Bobbi P. Evans  
Name: Bobbi P. Evans  
Title: Asst. Secretary

By: Larry Hoover  
Name: Larry Hoover  
Title: President

Executed on this 12 day of September, 2003.

[CORPORATE SEAL]

STATE OF Alabama

COUNTY OF Baldwin

I, J Brian Snider, a Notary Public of the County and State aforesaid, certify that Larry Hoover personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12 day of September, 2003.

J Brian Snider  
Notary Public

My Commission Expires:

4/17/07  
(Notary Public)

**NOTARY PUBLIC STATE OF ALABAMA AT LARGE**  
**MY COMMISSION EXPIRES: Apr 14, 2007**  
**BONDED THRU NOTARY PUBLIC UNDERWRITERS**

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Six (6)

DESCRIPTION OF CARS: 5851 cu. ft., 286 GRL, lined Covered Hopper Cars with gravity pneumatic gates and round hatch covers

CAR NUMBERS: FURX 870066, FURX 870144, FURX 870358,  
FURX 870442, FURX 870530, FURX 870539.