

RECORDATION NO. 24428E FILED

JAN 06 '04

12-50 PM

FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

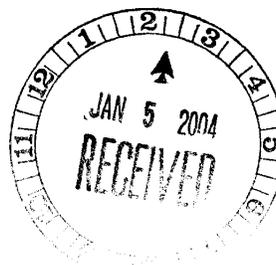
VIA UPS 2nd DAY AIR

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

December 31, 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 of a Memorandum of Lease Agreement, dated November 3, 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 on this date 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
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A description of the railroad equipment covered by the enclosed document is fifty-one (51) 4550-4750 cubic foot capacity covered hopper cars, with FURX, NDYX and RUSX 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
Susan Grokulsky
Manager of Documentation

Enclosures

(FGDI009)

ASSGN. NO.: FGDI009

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 3rd day of November, 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 22, 2002, 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 26, 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. Dombrowski
Name: K.A. Dombrowski
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 3rd day of November, 2003.

[CORPORATE SEAL]

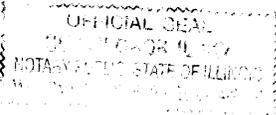
STATE OF ILLINOIS
COUNTY OF COOK

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 3rd day of November, 2003

Susan Grokulsky
Notary Public

My Commission Expires:
8-14-2004
(Notary Public)



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SURFACE TRANSPORTATION BOARD

LESSEE:

FGDI, L.L.C.

By: Michael L Courter

Name: Michael L Courter

Title: AUP Transportation

ATTEST:

By: Robert Obrock

Name: Robert Obrock

Title: VP-COO

Executed on this 30th day of OCTOBER, 2003

[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 30th day of OCTOBER, 2003.

Donald Eugene Finn
Notary Public

Commission Expires:

5/22/08
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty-one (51)

DESCRIPTION OF CARS: 4550-4750 cubic foot capacity covered hopper cars with gravity discharge gates and trough hatches

CAR NUMBERS:

FURX 814205	FURX 815429	FURX 832144
FURX 814206	FURX 815430	FURX 832158
FURX 814207	FURX 815436	FURX 832164
FURX 814220	FURX 815467	FURX 832166
FURX 815281	FURX 815493	FURX 832173
FURX 815302	FURX 827589	FURX 832175
FURX 815333	FURX 828324	FURX 832180
FURX 815350	FURX 828329	FURX 832197
FURX 815354	FURX 828343	NDYX 488335
FURX 815382	FURX 828376	RUSX 488105
FURX 815384	FURX 828751	RUSX 815396
FURX 815387	FURX 828868	RUSX 815397
FURX 815389	FURX 828960	RUSX 815428
FURX 815400	FURX 829614	RUSX 815433
FURX 815401	FURX 830270	RUSX 815476
FURX 815408	FURX 830813	Count: 51
FURX 815413	FURX 831048	
FURX 815423	FURX 832143	