

FIRST UNION RAIL

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

Tel 847 318-7575
Fax 847 318-7588

RECORDATION NO. 22658-14 FILED

JAN 28 '04

3-17 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR

January 26, 2004

RECEIVED
JAN 28 2004
MAIL
MANAGEMENT
313

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 January 13, 2004, 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
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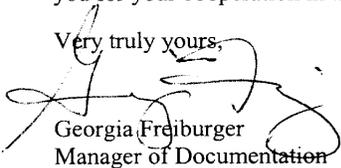
A description of the railroad equipment covered by the enclosed document is one hundred and twenty seven (127) 5250 cu. ft. covered hopper cars, with FURX marks (see Exhibit A for car numbers).

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) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures

(INC1018)

ASSGN. NO.: INCI018

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 13th day of January, 2004, 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. 18 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 1, 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: GEORGIA FREIBURGER

By: [Signature]
Name: RICHARD F. SEYMOUR
Title: President

Title: MANAGER OF DOCUMENTATION Executed on this 13th day of January, 2004.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

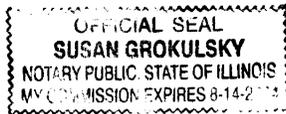
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13th day of January, 2004.

[Signature]
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



RECORDATION NO. 22658-H FILED

JAN 28 '04 3-17 PM

SURFACE TRANSPORTATION BOARD

LESSEE:

INTERSTATE COMMODITIES, INC.

By: [Signature]

Name: GARY C. OBERTING

Title: Exec. V.P.

ATTEST:

By: [Signature]

Name: Greg Oberting

Title: VP

Executed on this 8 day of JANUARY, 2004.

[CORPORATE SEAL]

STATE OF NY

COUNTY OF Rensselaer

I, Victor Oberting III, a Notary Public of the County and State aforesaid, certify that Monty [Signature] 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 8 day of January, 2004

Notary Public

Commission Expires:

(Notary Public)

VICTOR A. OBERTING III
Notary Public, State of New York
No. 020B605561
Qualified in Albany County
Commission Expires Feb. 26, 2007

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred and twenty seven (127)

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

CAR NUMBERS:

FURX 850010	FURX 850183	FURX 850424	FURX 850697
FURX 850011	FURX 850201	FURX 850428	FURX 850753
FURX 850015	FURX 850213	FURX 850433	FURX 850848
FURX 850016	FURX 850238	FURX 850436	FURX 850906
FURX 850017	FURX 850240	FURX 850440	FURX 850950
FURX 850022	FURX 850252	FURX 850445	FURX 850951
FURX 850033	FURX 850253	FURX 850469	FURX 850952
FURX 850036	FURX 850254	FURX 850477	FURX 850953
FURX 850044	FURX 850256	FURX 850481	FURX 850956
FURX 850046	FURX 850261	FURX 850483	FURX 850958
FURX 850051	FURX 850270	FURX 850486	FURX 850963
FURX 850063	FURX 850289	FURX 850489	FURX 850964
FURX 850065	FURX 850297	FURX 850490	FURX 850967
FURX 850070	FURX 850298	FURX 850506	FURX 850968
FURX 850071	FURX 850312	FURX 850538	FURX 850969
FURX 850074	FURX 850325	FURX 850541	FURX 850970
FURX 850077	FURX 850330	FURX 850550	FURX 850971
FURX 850079	FURX 850334	FURX 850554	FURX 850973
FURX 850082	FURX 850337	FURX 850557	FURX 850974
FURX 850083	FURX 850358	FURX 850559	FURX 850977
FURX 850084	FURX 850361	FURX 850565	FURX 850978
FURX 850100	FURX 850363	FURX 850574	FURX 850980
FURX 850101	FURX 850367	FURX 850575	FURX 850981
FURX 850103	FURX 850370	FURX 850587	FURX 850983
FURX 850119	FURX 850371	FURX 850598	FURX 850985
FURX 850124	FURX 850372	FURX 850604	FURX 850988
FURX 850132	FURX 850376	FURX 850630	FURX 850992
FURX 850133	FURX 850384	FURX 850634	FURX 850993
FURX 850148	FURX 850394	FURX 850637	FURX 850997
FURX 850165	FURX 850395	FURX 850667	FURX 850999
FURX 850174	FURX 850416	FURX 850688	FURX 851051
FURX 850176	FURX 850421	FURX 850694	Count: 127