

RECORDATION NO. 22658-5 FILED

JUN 15 '04 10:41 AM

SURFACE TRANSPORTATION BOARD



June 8, 2004

FIRST UNION RAIL

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

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 May 10, 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:

<p>Lessor: First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: Interstate Commodities, Inc. 7 Madison Street Troy, NY 12181</p>
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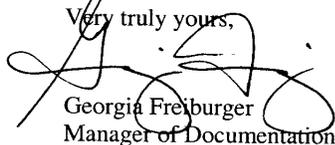
A description of the railroad equipment covered by the enclosed document is fifty-two (52) 5150-5250 cu. ft. covered hopper cars, with FURX marks (see Exhibit A for car numbers).

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

(INC1019)

RECORDATION NO. 22658-J FILED

JUN 15 '04 10:41 AM

ASSGN. NO. INCI019

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 10th day of May, 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. 19 the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 1, 2004 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: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Vice President Sales & Marketing

Title: _____

By: Georgia Freiburg
Name: GEORGIA FREIBURGER

Title: MGR. OF DOCUMENTATION Executed on this 10 day of May, 2004.

[CORPORATE SEAL]

STATE OF ILLINOIS

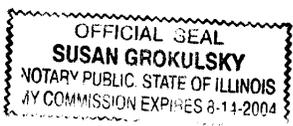
COUNTY OF COOK

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 10th day of May, 2004.

Susan Grokulsy
Notary Public

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



LESSEE:

INTERSTATE COMMODITIES, INC.

By: [Signature]
Name: GARY C. OBERTING
Title: Exec V.P.

ATTEST: [Signature]
By: _____
Name: MORLEY A. DAEHN JR
Title: TRANSPORTATION MGR.

Executed on this 28 day of APRIL, 2004.

[CORPORATE SEAL]

STATE OF NY
COUNTY OF ROSSIA

I, VICTOR A. OBERTING III, a Notary Public of the County and State aforesaid, certify that GARY C. OBERTING 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 28 day of April, 2004

[Signature]
Notary Public
VICTOR A. OBERTING III
Notary Public, State of New York
No. 020B6055561
Qualified in Albany County
Commission Expires Feb. 26, 2007

Commission Expires:

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty-two (52)

DESCRIPTION OF CARS: 100-ton, 5150-5250 cubic foot covered hopper cars with
286,000-lbs. capacity

CAR NUMBERS:

FURX 840224	FURX 845427
FURX 840727	FURX 845447
FURX 842805	FURX 845456
FURX 842812	FURX 845463
FURX 842817	FURX 845465
FURX 842825	FURX 845484
FURX 842841	FURX 845489
FURX 842844	FURX 845493
FURX 842846	FURX 845500
FURX 842854	FURX 845508
FURX 842890	FURX 845513
FURX 842892	FURX 845515
FURX 842894	FURX 845516
FURX 842901	FURX 845537
FURX 842909	FURX 845538
FURX 842916	FURX 845544
FURX 842920	FURX 845546
FURX 842925	FURX 845553
FURX 842926	FURX 845558
FURX 842946	FURX 845572
FURX 842967	FURX 845595
FURX 842972	FURX 845597
FURX 845403	FURX 850088
FURX 845408	FURX 850401
FURX 845409	FURX 850976
FURX 845413	Count: 52
FURX 845420	