

JUL 22 '04 2-36 PM



SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR

July 20, 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:

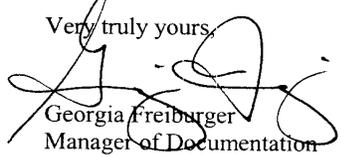
<p>Lessor: First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: Interstate Commodities, Inc. 7 Madison Street Troy, NY 12181</p>
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A description of the railroad equipment covered by the enclosed document is one hundred one (101) 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

(INC1020)

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ASSG. NO.: INCI020

MEMORANDUM OF LEASE SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 10 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. 20 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 10th day of May, 2004.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GR, a Notary Public of the County and State aforesaid, certify that _____ 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 Grokulska
Notary Public

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



EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred one (101)

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

CAR NUMBERS:

FURX 850009	FURX 850692	FURX 850832	FURX 850959
FURX 850024	FURX 850718	FURX 850833	FURX 850965
FURX 850032	FURX 850757	FURX 850839	FURX 850972
FURX 850038	FURX 850762	FURX 850844	FURX 850975
FURX 850048	FURX 850763	FURX 850850	FURX 850979
FURX 850059	FURX 850765	FURX 850852	FURX 850986
FURX 850121	FURX 850767	FURX 850855	FURX 850987
FURX 850131	FURX 850775	FURX 850857	FURX 850990
FURX 850136	FURX 850777	FURX 850858	FURX 850998
FURX 850186	FURX 850788	FURX 850865	FURX 851006
FURX 850209	FURX 850789	FURX 850866	FURX 851007
FURX 850210	FURX 850790	FURX 850873	FURX 851010
FURX 850287	FURX 850792	FURX 850875	FURX 851036
FURX 850288	FURX 850800	FURX 850876	FURX 851040
FURX 850362	FURX 850801	FURX 850877	FURX 851047
FURX 850375	FURX 850811	FURX 850879	FURX 851058
FURX 850448	FURX 850814	FURX 850886	FURX 851067
FURX 850460	FURX 850815	FURX 850887	FURX 851077
FURX 850572	FURX 850816	FURX 850894	FURX 851079
FURX 850582	FURX 850817	FURX 850899	FURX 851085
FURX 850607	FURX 850823	FURX 850900	FURX 851087
FURX 850653	FURX 850826	FURX 850907	FURX 851089
FURX 850661	FURX 850827	FURX 850910	FURX 851093
FURX 850668	FURX 850829	FURX 850912	Count: 101
FURX 850677	FURX 850830	FURX 850913	
FURX 850680	FURX 850831	FURX 850954	