

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. 24986-A FILED VIA UPS 2<sup>nd</sup> DAY AIR

SEP 22 '04 3-29 PM

September 17, 2004

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

SURFACE TRANSPORTATION BOARD

**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 June 30, 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 24986.

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: Conrad Yelvington Distributors 2326 Bellevue Ave. Daytona Beach, FL 32114</p>
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A description of the railroad equipment covered by the enclosed document is eight (8) 3000 cubic foot open top hoppers, with NDYX 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 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  
(YELV006)

RECORDATION NO. 24986-A FILED

ASSGN. NO.: YELV006

MEMORANDUM OF LEASE SEP 22 '04 3-29 PM

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 20th day of June, 2004, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Conrad Yelvington Distributors, Inc., a Florida corporation. **SURFACE TRANSPORTATION BOARD**

**WITNESSETH:**

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.

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 25, 2004, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 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: [Signature]  
Name: GEORGINA FREIBURGER  
Title: MGR. OF DOCUMENTATION

By: [Signature]  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 12th day of July, 2004

[CORPORATE SEAL]

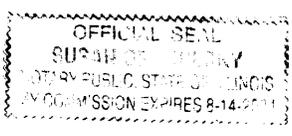
STATE OF ILLINOIS  
COUNTY OF COOK

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 12th day of July, 2004.

[Signature]  
Notary Public

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



LESSEE:

CONRAD YELVINGTON DISTRIBUTORS, INC.

ATTEST:

By: Jenny Stockton  
Name: Jenny Stockton  
Title: \_\_\_\_\_

By: Gary Yelvington  
Name: Gary Yelvington  
Title: President

Executed on this 30th day of JUNE, 2004.

[CORPORATE SEAL]

STATE OF FLORIDA

COUNTY OF VOLUSIA

I, MARK W. KLEBE, a Notary Public of the County and State aforesaid, certify that GARY YELVINGTON 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 JUNE, 2004.

Mark W. Klebe  
Notary Public

My Commission Expires:

\_\_\_\_\_  
(Notary Public)



Notary Public, State of Florida  
Mark W. Klebe  
My Commission Expires July 1, 2005  
CC Number DD038253

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

NUMBER OF CARS:           Eight (8)

DESCRIPTION OF CARS:   Covered Hopper Cars, 3000 cu. ft., 286 GRL

CAR NUMBERS:

NDYX	298211
NDYX	298214
NDYX	298218
NDYX	298220
NDYX	298221
NDYX	298224
NDYX	298225
NDYX	298229
Count:	8