

**FIRST UNION RAIL**

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

Tel 847.318.7575  
Fax 847.318.7588



VIA UPS 2<sup>nd</sup> DAY AIR

November 4, 2004

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

RECORDATION NO. 23747-G FILED  
NOV 10 '04 10-14 AM  
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 October 4, 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 23747.

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: Sundance Products, Inc. 1425 Candler Road. Gainesville, GA 30507</p>
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A description of the railroad equipment covered by the enclosed document is five (5) 5851 cu. ft. Plastic Pellet Covered Hopper Cars with pneumatic gates and round hatch covers, 286 GRL, marked TQEX.

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) 384-5375. Thank you for your cooperation in this matter.

Very truly yours,

*Theresa Catapano*  
Theresa Catapano  
Manager of Documentation

Enclosures

(SUPR015)

ASSGN. NO.: SUPR015

NOV 10 '04 10-14 AM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 4th day of October, 2004 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Sundance Products Inc., a Georgia corporation. **SURFACE TRANSPORTATION BOARD**

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of August 30, 2001, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 15 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of September 26, 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  
Title: Vice President Sales & Marketing

By: Theresa Catapano  
Name: THERESA CATAPANO  
Title: MGR. OF DOCUMENTATION

Executed on this 4th day of October, 2004

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF COOK

I, GEORGIA FREIBURGER 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 4th day of October, 2004.

Georgia Freiburger  
Notary Public

My Commission Expires:  
5-2008  
(Notary Public)



**LESSEE:**

SUNDANCE PRODUCTS INC.

ATTEST:

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By: Claudia Stein-Martin  
Name: CLAUDIA STEIN-MARTIN  
Title: C.F.O

Executed on this 24 day of Sept, 2004.

[CORPORATE SEAL]

STATE OF Georgia  
COUNTY OF Hall

I, Patricia Rich, a Notary Public of the County and State aforesaid, certify that Claudia Stein-Martin personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 24<sup>th</sup> day of September, 2004.

Patricia Rich  
Notary Public

My Commission Expires:  
JUNE 2005  
(Notary Public)

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

NUMBER OF CARS: Five (5)

DESCRIPTION OF CARS: 5851 cu. ft. lined plastic pellet covered hopper car with pneumatic gates and round hatch covers, 286 GRL

CAR NUMBERS: TQEX 058013      TQEX 058372      TQEX 058491  
TQEX 058241      TQEX 058374