

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. 25303 FILED

NOV 22 '04 2-54 PM

SURFACE TRANSPORTATION BOARD



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

November 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

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 7, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. 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: Mellot Wood Preserving, Inc.  
1398 Sawmill Road  
Needmore, PA 17238

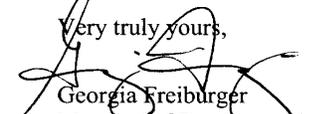
A description of the railroad equipment covered by the enclosed document is twenty (20) 2510 cubic foot gondola car, with NDYX marks (see Exhibit A for number).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$32.00 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

Enclosure  
(MWPI001)

ASSGN. NO.: MWPI001

NOV 22 '04 2-54 PM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 7<sup>th</sup> day of October, 2004, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Mellott Wood Preserving, Inc. ("Lessee"), a Pennsylvania corporation. SURFACE TRANSPORTATION BOARD

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 17, 2004 whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 17, 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

By: Theresa Catapano

Name: THERESA CATAPANO

Title: \_\_\_\_\_

Title: MGR. OF DOCUMENTATIONS Executed on this 7<sup>th</sup> day of October, 2004

[CORPORATE SEAL]

STATE OF ILLINOIS

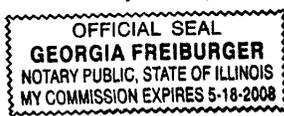
COUNTY OF COOK

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/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 7<sup>th</sup> day of October, 2004

Georgia Freiburger  
Notary Public

My Commission Expires:  
5-2008  
(Notary Public)



LESSEE:

MELLOTT WOOD PRESERVING, INC.

ATTEST:

By: Douglas D. Mellott  
Name: DOUGLAS D. MELLOTT  
Title: V. PRESIDENT

By: Cecil Mellott  
Name: Cecil Mellott  
Title: President

Executed on this 17<sup>th</sup> day of September, 2004.

[CORPORATE SEAL]

STATE OF Pennsylvania  
COUNTY OF Fulton

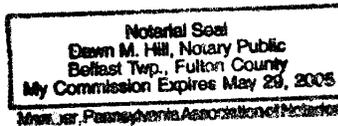
I, Dawn M Hill, a Notary Public of the County and State aforesaid, certify that Douglas D Mellott personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 17<sup>th</sup> day of September, 2004.

Dawn M Hill  
Notary Public

Commission Expires:

May 29, 2005  
(Notary Public)



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

NUMBER OF CARS:           Twenty (20)

DESCRIPTION OF CARS:   2510 cubic foot capacity mill gondola railcars,  
51'10" in length with 5'1" side height and a total  
weight on rail of 263,000 lbs.

CAR NUMBERS:

NDYX	314900
NDYX	314901
NDYX	314902
NDYX	314903
NDYX	314904
NDYX	314905
NDYX	314906
NDYX	314907
NDYX	314909
NDYX	314910
NDYX	314911
NDYX	314912
NDYX	314914
NDYX	314915
NDYX	314916
NDYX	314917
NDYX	314918
NDYX	314921
NDYX	314922
NDYX	314924
Count:	20