

# FIRST UNION RAIL

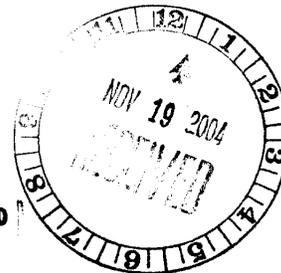
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

RECORDATION NO. 25304 FILED

NOV 22 '04 3-00 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 September 30, 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: American Colloid Company  
150 West Shure Drive  
Arlington Heights, IL 60004

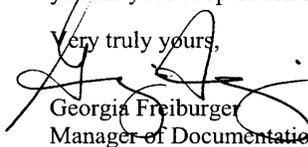
A description of the railroad equipment covered by the enclosed document is five (5) 6269 cubic foot plate "F" boxcars, with NOKL marks (see Exhibit A for number).

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  
(ACOL001)

ASSGN. NO.: ACOL001

NOV 22 '04 3-00 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 30<sup>th</sup> day of September, 2004, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and American Colloid Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 30, 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 30, 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: MGR. OF DOCUMENTATION

Executed on this 30<sup>th</sup> day of September, 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 30<sup>th</sup> day of September, 2004

Georgia Freiburger  
Notary Public

My Commission Expires:  
5-18-2008  
(Notary Public)



**LESSEE:**

AMERICAN COLLOID COMPANY

ATTEST:

By: John G. Maynard  
Name: John G. Maynard  
Title: Vice President

By: Leslie Miljan  
Name: Leslie Miljan  
Title: TRANSPORTATION MANAGER

Executed on this 22 day of SEPTEMBER, 2004.

[CORPORATE SEAL]

STATE OF IL

COUNTY OF COOK

I, Leslie Miljan, a Notary Public of the County and State aforesaid, certify that John Maynard 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 22 day of September, 2004

Leslie A. Miljan  
Notary Public

Commission Expires:



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

NUMBER OF CARS: Five (5)

DESCRIPTION OF CARS: 6269 cu. ft. capacity, 50' 6", 100-ton Plate "F" cushioned boxcars with 10' plug doors.

CAR NUMBERS:

NOKL 560841  
NOKL 560845  
NOKL 560846  
NOKL 560901  
NOKL 560986