

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. 25418 FILED

JAN 19 '05 1-05 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

January 13, 2005

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 November 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:	LogicHaul, L.L.C. US Hwy 49 South Berlin, WI 54923
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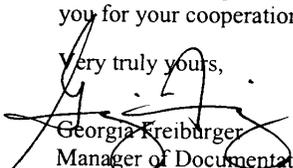
A description of the railroad equipment covered by the enclosed document is sixty (60) 4650 cubic foot covered hopper cars, with NDYX marks (see Exhibit A for number).

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 Kreiburger
Manager of Documentation

Enclosure
(LOHA001)

RECORDATION NO. 25418 FILED

ASSGN. NO. LOHA001

JAN 19 '05 1-05 PM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 30th day of November, 2004, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and LogicHaul L.L.C. ("Lessee"), a _____ corporation.

SURFACE TRANSPORTATION BOARD

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 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 October 21, 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 E. SEYMOUR
Vice President Sales & Marketing
Title: _____

By: Susan Grokulska

Name: SUSAN GROKULSKY

Title: MANAGER OF DOCUMENTATION Executed on this 30th day of November, 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 of seal, this 30th day of November, 2004.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

LOGICHAUL, L.L.C.

By: Robert Bartol

Name: Robert Bartol

Title: Director of Operations

ATTEST:

By: Andrea Sommer

Name: Andrea Sommer

Title: Admin Assistant

Executed on this 24 day of November, 2004.

[CORPORATE SEAL]

STATE OF Wisconsin

COUNTY OF Green Lake

I, Lynnette K. Wilde, a Notary Public of the County and State aforesaid, certify that Robert Bartol 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 24th day of November, 2004.

Lynnette K. Wilde
Notary Public

Commission Expires:

June 2006
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Sixty (60)

DESCRIPTION OF CARS: 4,750 cubic foot Covered Hopper Cars with continuous trough hatches and gravity outlet gates.

CAR NUMBERS:

NDYX 810028	NDYX 821513	NDYX 828633
NDYX 815420	NDYX 821514	NDYX 828690
NDYX 815501	NDYX 821525	NDYX 828710
NDYX 815503	NDYX 822273	NDYX 829206
NDYX 815504	NDYX 822331	NDYX 829740
NDYX 818901	NDYX 822343	NDYX 829883
NDYX 818917	NDYX 822345	NDYX 830289
NDYX 818921	NDYX 822346	NDYX 830305
NDYX 818929	NDYX 822347	NDYX 830329
NDYX 818931	NDYX 822497	NDYX 830381
NDYX 818939	NDYX 824479	NDYX 830428
NDYX 818944	NDYX 824526	NDYX 830447
NDYX 818945	NDYX 824627	NDYX 830663
NDYX 818967	NDYX 826558	NDYX 830677
NDYX 818983	NDYX 826917	NDYX 830998
NDYX 818988	NDYX 828231	NDYX 831007
NDYX 818989	NDYX 828354	NDYX 832159
NDYX 818990	NDYX 828358	NDYX 832187
NDYX 818993	NDYX 828456	Count: 60
NDYX 818996	NDYX 828479	
NDYX 819003	NDYX 828558	