

FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588

APR 5 2005
RECEIVED

RECORDATION NO. 25418-A FILED

APR 05 05

3-41 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR

April 1, 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 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 25418.

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
---------	--	---------	--

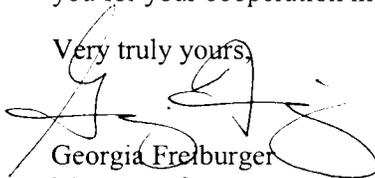
A description of the railroad equipment covered by the enclosed document is twenty-five (25) 4600/4750 cu. ft. covered hopper cars, with FURX marks (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$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

Enclosures

(LOHA002)

ASSGN. NO. BADG015/LOHA002

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the February day of 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and LogiHaul L.L.C. ("Lessee"), a WISCONSIN corporation.

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. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 20, 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: K.A. Jombrowski
Name: K.A. JOMBROWSKI
Title: DIRECTOR OF DOCUMENTATION

Executed on this 1st day of February, 2005

[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 1st day of February, 2005

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 LogicHaul LLC

ATTEST:

By: Andrea Sommer

Name: Andrea Sommer

Title: Administrative Assistant Executed on this 26 day of January, 2005.

[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 26 day of January, 2005

Lynnette K. Wilde
Notary Public

Commission Expires:

6-11-2006

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-five (25)

DESCRIPTION OF CARS: 4600/4750 cubic foot capacity Covered Hopper Cars with trough hatches and gravity outlet gates.

CAR NUMBERS:

FURX 814215
FURX 823647
FURX 823658
FURX 823667
FURX 823700
FURX 823702
FURX 823703
FURX 823715
FURX 823722
FURX 823724
FURX 823754
FURX 823790
FURX 823797
FURX 823810
FURX 823812
FURX 823820
FURX 823822
FURX 823824
FURX 823826
FURX 823835
FURX 823839
FURX 833166
FURX 833218
FURX 833237
FURX 833257
Count: 25