

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. 23747-1 FILED

VIA UPS 2nd DAY AIR

April 22, 2005

APR 27 '05

2-56 PM

SURFACE TRANSPORTATION BOARD

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 February 23, 2005, 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:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Sundance Products Inc.
1425 Candler Road
Gainesville, GA 30507

A description of the railroad equipment covered by the enclosed document is five (5) 5851 cu. ft., lined plastic pellet covered hopper cars, marked TQEX (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) 384-5375.
Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Theresa Catapano".

Theresa Catapano
Manager of Documentation

Enclosures

(SUPR017)

ASSGN. NO.: SUPR017

APR 27 '05

2-56 PM

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 Sundance Products Inc., ("Lessee"), a Georgia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 30, 2001, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 17 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February 16, 2005, 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Title: _____

ATTEST:

By: Theresa Catapano

Name: THERESA CATAPANO

Title: MGR. OF DOCUMENTATION Executed on this 3rd day of March, 2005.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, 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 3rd day of March, 2005.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2008

(Notary Public)



LESSEE:

SUNDANCE PRODUCTS INC.

ATTEST:

By:

Name:

Title:

Claudia Stein-Martin
CLAUDIA Stein-Martin
CEO

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF Ga

COUNTY OF Hall

I, Pamela D. 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 23rd day of FEBRUARY, 2005

Pamela D. Rich
Notary Public

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 Cars with pneumatic gates and round hatch covers and 263-286,000 GRL.

CAR NUMBERS: TQEX 58024, 58072, 58140, 58209, 58492