

RECORDATION NO. 25588 FILED

MAY 13 '05

4-22 PM

SURFACE TRANSPORTATION BOARD



May 11, 2005

FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588

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 July 28, 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:

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: Tealinc, Ltd.
1606 Rosebud Creek Road
Forsyth, MT 59327

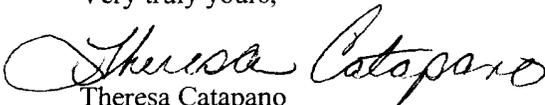
A description of the railroad equipment covered by the enclosed document is forty (40) 2494 cu. ft. gondola railcars, marked NDYX and NOKL (see Exhibit A for car numbers).

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,


Theresa Catapano
Manager of Documentation

Enclosures

(TEAL002)

ASSGN. NO.: TEAL002

MEMORANDUM OF LEASE

28th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 28th day of July, 2004, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and TEALINC, LTD. ("Lessee"), a Montana corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 20, 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 July 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Title: _____

ATTEST:

By: [Signature]

Name: GEORGINA FREIBURGER

Title: MGR. OF DOCUMENTATION

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

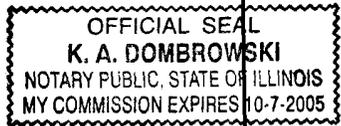
Executed on this 28th day of July, 2004.

I, K.A. Dombrowski, 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 28th day of July, 2004.

[Signature]
Notary Public

My Commission Expires:
10-7-2005
(Notary Public)



LESSEE:

TEALINC, LTD.

ATTEST:

By: [Signature]
Name: DARRELL LUTHER
Title: PRESIDENT

By: _____
Name: _____
Title: _____

Executed on this 23 day of July, 2004.

[CORPORATE SEAL]

STATE OF Montana
COUNTY OF Rosebud

I, Virginia Barnes, a Notary Public of the County and State aforesaid, certify that Darrell Luther 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 23 day of July, 2004.

[Signature]
Notary Public

Commission Expires:
12/21/2006
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

- I. NUMBER OF CARS: Forty (40)
- II. DESCRIPTION OF CARS: 2494 cu. ft. mill gondola railcars with 263,000 GWR, 52' 6" in. length with 5' sides.

III. CAR NUMBERS:

NDYX 316002	NDYX 316054
NDYX 316003	NDYX 316055
NDYX 316007	NDYX 316063
NDYX 316009	NDYX 316064
NDYX 316015	NDYX 316072
NDYX 316016	NDYX 316074
NDYX 316019	NDYX 316075
NDYX 316020	NDYX 316076
NDYX 316022	NDYX 316078
NDYX 316023	NDYX 316079
NDYX 316024	NDYX 316081
NDYX 316025	NDYX 316090
NDYX 316026	NDYX 316092
NDYX 316031	NDYX 316099
NDYX 316039	NDYX 316103
NDYX 316045	NOKL 316013*
NDYX 316047	NOKL 316029*
NDYX 316048	NOKL 316052*
NDYX 316049	NOKL 316093*
NDYX 316053	NOKL 316104*

* Cars being remarked to NDYX, same numbers