

FIRST UNION RAIL

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

Tel 847.318.7575
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RECORDATION NO. 25647 FILED
JUN 24 '05 3-26 PM
SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

June 22, 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 two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated May 25, 2005, 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 Proteins, Inc.
4705 Leland Drive
Cummings, GA 30041

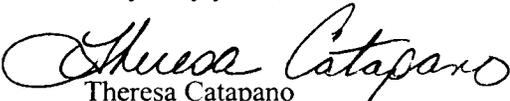
A description of the railroad equipment covered by the enclosed document is five (5) exterior coiled, insulated 20,000 gallon capacity tank cars, marked WFIX (see Exhibit A for numbers).

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

Also enclosed is a check in the amount of \$33.00 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
(AMPR001)

ASSGN. NO.: AMPR001

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD 24

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 24 day of May, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and American Proteins, Inc ("Lessee"), a GEORGIA corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 24, 2005, 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 11, 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: Theresa Catapano

Name: THERESA CATAPANO

Title: MGR. OF DOCUMENTATION Executed on this 24TH day of MAY, 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/her due execution of the foregoing Memorandum of Lease.

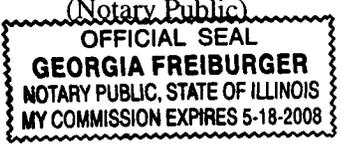
WITNESS my hand and official stamp or seal, this 24th day of May, 2005.

[Signature]
Notary Public

My Commission Expires:

5-2008

(Notary Public)



LESSEE:

AMERICAN PROTEINS, INC.

ATTEST:

By: Michele Rogerson
Name: Michele Rogerson
Title: Contracts Manager

By: [Signature]
Name: BRIAN WHITE
Title: MGR, APF&O DIV, API

Executed on this 19 day of May, 2005

[CORPORATE SEAL]

STATE OF GEORGIA
COUNTY OF TOWNS

I, ANN W MILFORD, a Notary Public of the County and State aforesaid, certify that BRIAN WHITE 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 19th day of May, 2005

[Signature]
Notary Public

Commission Expires:

NOTARY PUBLIC, TOWNS COUNTY, GEORGIA
MY COMMISSION EXPIRES OCT. 16, 2006
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Five (5)

DESCRIPTION OF CARS: Tank cars, exterior coiled, insulated 20,000 gallon capacity.
(Car Type: T105).

CAR NUMBERS: WFIX 124, 160, 162, 172, 199