

RECORDATION NO. 25717 FILED

JUL 21 '05

10-42 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588

VIA UPS 2nd DAY AIR

July 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 two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated March 15, 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: Timberlake Sales, Inc.
2700 West Lawrence
Springfield, IL 62791

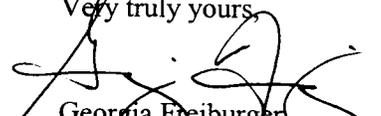
A description of the railroad equipment covered by the enclosed document is thirty-eight (38) 5150/5250 cu. ft. covered hopper cars, with FURX and NDYX marks (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$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) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures

(TISA002)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 15TH day of MARCH, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Timberlake Sales, Inc. ("Lessee"), an Illinois corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 13, 2005, 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 6, 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

ATTEST:

By: Richard E. Seymour

Name: RICHARD E. SEYMOUR
Vice President Sales & Marketing

By: Theresa Catapano

Name: THERESA CATAPANO

Title: MGR. OF DOCUMENTATION Executed on this 15TH day of MARCH, 2005

[CORPORATE SEAL]

RECORDATION NO. 25717 FILED

STATE OF ILLINOIS

JUL 21 '05 10-42 AM

COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

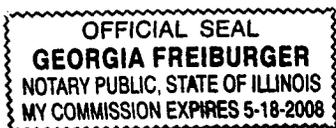
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15th day of March, 2005.

Georgia Freiburger
Notary Public

Commission Expires:

5-2008
(Notary Public)



LESSEE:

TIMBERLAKE SALES, INC.

ATTEST:

By: Timberlake Sales Inc

Name: Pete Casper

Title: Merchandiser

By: Timberlake Sales, Inc.

Name: Steven R. Sorensen

Title: Merchandiser

Executed on this 10 day of MARCH, 2005.

[CORPORATE SEAL]

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public of the County and State aforesaid, certify that _____ 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 ____ day of _____, _____.

Notary Public

Commission Expires:

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty-eight (38)

DESCRIPTION OF CARS: 5150/5250 cubic foot capacity covered hopper cars equipped with gravity gates and trough hatches, gross rail load of 286,000 lbs.

CAR NUMBERS:

FURX	840176
FURX	840288
FURX	840508
FURX	840541
FURX	843579
FURX	843628
FURX	843672
FURX	845289
FURX	845402
FURX	845404
FURX	845406
FURX	845430
FURX	845444
FURX	845446
FURX	845451
FURX	845453
FURX	845470
FURX	845482
FURX	845488
FURX	845494
FURX	845530
FURX	845531
FURX	845532
FURX	845533
FURX	845539
FURX	845559
FURX	845567
FURX	845592
NDYX	515210
NDYX	515466
NDYX	515471
NDYX	515564
NDYX	515572
NDYX	515583
NDYX	515612
NDYX	515973
NDYX	516489
NDYX	516497