RECORDATION NO. 22658-L FILED

AUG 15 '05 3-25 PM

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

August 11, 2005

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

AUG 15 2005
RECEIVED

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 26, 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 22658.

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:	Interstate Commodities, Inc. 7 Madison Street PO Box 607 Troy, NY 12181

A description of the railroad equipment covered by the enclosed document is two hundred thirty-five (235) 100-ton, 5200/5250 cu. ft. covered hopper cars, marked FURX (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) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulsky

Susan Grokulsky
Manager of Documentation

Enclosures

(INCI024)

ASSGN NO.: INCI024

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26th day of July, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Interstate Commodities, Inc. ("Lessee"), a New York corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 24, 1999, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 24 the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 1, 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 26th day of July, 2005.

[CORPORATE SEAL]

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SURFACE TRANSPORTATION BOARD

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 due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 26th day of July, 2005.

Susan Grokulsky

Notary Public

My Commission Expires:

8-14-2008

(Notary Public)

OFFICIAL SEAL
SUSAN GROKULSKY
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 8-14-2008

LESSEE:

INTERSTATE COMMODITIES, INC.

By: _____

Name: Cameron Charles

Title: Trans Mgr

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF New York

COUNTY OF Rensselaer

I, Victor A. Oberting III, a Notary Public of the County and State aforesaid, certify that Cameron Charles 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 21 day of July, 2005.

_____
Notary Public

VICTOR A. OBERTING III
Notary Public, State of New York
No. 02OB6055561
Qualified in Albany County
Commission Expires Feb. 26, 2007

Commission Expires:

_____
(Notary Public)

EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: Two hundred thirty-five (235)

DESCRIPTION OF CARS: 100-ton, 5200/5250 cubic foot capacity covered hopper cars with gravity outlets and 286,000-lbs. capacity.

CAR NUMBERS:

FURX	845200	FURX	845274	FURX	845338	FURX	850121	FURX	850839
FURX	845201	FURX	845275	FURX	845343	FURX	850131	FURX	850844
FURX	845202	FURX	845276	FURX	845344	FURX	850136	FURX	850850
FURX	845203	FURX	845277	FURX	845346	FURX	850186	FURX	850852
FURX	845204	FURX	845278	FURX	845347	FURX	850209	FURX	850855
FURX	845206	FURX	845280	FURX	845349	FURX	850210	FURX	850857
FURX	845208	FURX	845281	FURX	845350	FURX	850287	FURX	850858
FURX	845209	FURX	845282	FURX	845351	FURX	850288	FURX	850865
FURX	845210	FURX	845283	FURX	845352	FURX	850362	FURX	850866
FURX	845212	FURX	845284	FURX	845353	FURX	850375	FURX	850873
FURX	845213	FURX	845287	FURX	845354	FURX	850448	FURX	850875
FURX	845215	FURX	845288	FURX	845355	FURX	850460	FURX	850876
FURX	845216	FURX	845290	FURX	845356	FURX	850572	FURX	850877
FURX	845217	FURX	845292	FURX	845358	FURX	850582	FURX	850879
FURX	845219	FURX	845293	FURX	845360	FURX	850607	FURX	850886
FURX	845221	FURX	845295	FURX	845361	FURX	850653	FURX	850887
FURX	845222	FURX	845296	FURX	845363	FURX	850661	FURX	850894
FURX	845225	FURX	845297	FURX	845364	FURX	850668	FURX	850899
FURX	845226	FURX	845298	FURX	845365	FURX	850677	FURX	850900
FURX	845227	FURX	845299	FURX	845366	FURX	850680	FURX	850907
FURX	845228	FURX	845300	FURX	845369	FURX	850692	FURX	850910
FURX	845230	FURX	845301	FURX	845370	FURX	850718	FURX	850912
FURX	845235	FURX	845302	FURX	845371	FURX	850757	FURX	850913
FURX	845238	FURX	845303	FURX	845375	FURX	850762	FURX	850954
FURX	845240	FURX	845306	FURX	845376	FURX	850763	FURX	850959
FURX	845241	FURX	845307	FURX	845377	FURX	850765	FURX	850965
FURX	845243	FURX	845308	FURX	845379	FURX	850767	FURX	850972
FURX	845244	FURX	845309	FURX	845380	FURX	850775	FURX	850975
FURX	845245	FURX	845310	FURX	845382	FURX	850777	FURX	850979
FURX	845246	FURX	845311	FURX	845383	FURX	850788	FURX	850986
FURX	845249	FURX	845313	FURX	845384	FURX	850790	FURX	850987
FURX	845250	FURX	845315	FURX	845385	FURX	850792	FURX	850990
FURX	845251	FURX	845317	FURX	845386	FURX	850800	FURX	850998
FURX	845252	FURX	845318	FURX	845387	FURX	850801	FURX	851006
FURX	845253	FURX	845319	FURX	845389	FURX	850811	FURX	851007
FURX	845255	FURX	845320	FURX	845390	FURX	850814	FURX	851010
FURX	845258	FURX	845322	FURX	845393	FURX	850815	FURX	851036
FURX	845259	FURX	845324	FURX	845396	FURX	850816	FURX	851040
FURX	845261	FURX	845326	FURX	845397	FURX	850817	FURX	851047
FURX	845264	FURX	845327	FURX	845398	FURX	850823	FURX	851058
FURX	845265	FURX	845328	FURX	845399	FURX	850826	FURX	851067
FURX	845267	FURX	845329	FURX	850009	FURX	850827	FURX	851077
FURX	845268	FURX	845331	FURX	850024	FURX	850829	FURX	851079
FURX	845269	FURX	845333	FURX	850032	FURX	850830	FURX	851085
FURX	845270	FURX	845334	FURX	850038	FURX	850831	FURX	851087
FURX	845271	FURX	845335	FURX	850048	FURX	850832	FURX	851089
FURX	845272	FURX	845336	FURX	850059	FURX	850833	FURX	851093