

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. 23421-C FILED

AUG 25 '05

2-50 PM

SURFACE TRANSPORTATION BOARD

AUG 23 2005
RECEIVED

VIA UPS 2nd DAY AIR

August 19, 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 three (3) originals of a Memorandum of Lease Agreement, dated April 25, 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 23421.

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: International Malting Co.
3830 W. Grant Street
Milwaukee, WI 53201

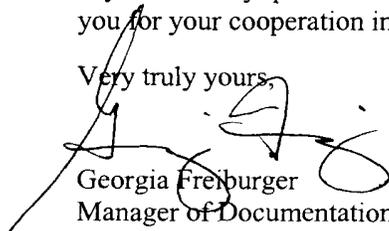
A description of the railroad equipment covered by the enclosed document is twenty-five (25) 5150/5161 cu. ft. covered hopper cars, with FURX marks (see Exhibit A for car numbers).

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

(FRMA006)

ASSGN. NO.: FRMA006

AUG 2 5 '05

2-50 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

25th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 25th day of April, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and International Malting Company LLC ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 25, 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 January 17, 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 F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

By: Theresa Catapano
Name: THERESA CATAPANO

Title: _____

Title: MGR. OF DOCUMENTATION executed on this 25th day of April, 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 due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 25th day of April, 2005.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

INTERNATIONAL MALTING COMPANY, LLC

By: [Signature]

Name: Dale West

Title: COO

ATTEST:

By: [Signature]
David A. Jacobson

Name: MEA TRANSPORTATION

Title: MEA TRANSPORTATION

Executed on this 20 day of April, 2005

[CORPORATE SEAL]

STATE OF WISCONSIN
COUNTY OF MILWAUKEE

I, ROBIN R. ROYTEN, a Notary Public of the County and State aforesaid, certify that DALE WEST 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 20 day of April, 2005.

[Signature]
Notary Public

Commission Expires:
DECEMBER 31, 2006
(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-five (25)

DESCRIPTION OF CARS: 5150/5161 cubic foot capacity unlined Covered Hopper Cars, equipped with gravity discharge gates and trough hatches.

CAR NUMBERS:

FURX 842662
FURX 842667
FURX 842668
FURX 842669
FURX 842672
FURX 842673
FURX 842675
FURX 842680
FURX 842682
FURX 842683
FURX 842684
FURX 842685
FURX 842686
FURX 842688
FURX 842690
FURX 842694
FURX 842696
FURX 842697
FURX 842698
FURX 842701
FURX 842702
FURX 842703
FURX 842705
FURX 842707
FURX 842708
Count: 25