

RECORDATION NO. 25936 FILED

OCT 31 2005

1-20 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 2<sup>nd</sup> DAY AIR

October 26, 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 September 21, 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: International Malting Company, L.L.C.  
3830 W. Grant St.  
Milwaukee, WI 53201

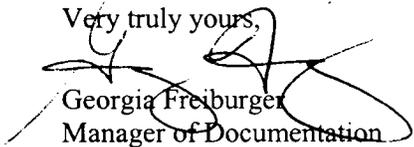
A description of the railroad equipment covered by the enclosed document is fifty (50) 5250 cubic foot covered hopper cars, with FURX marks (see Exhibit A for number).

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

Enclosure  
(INMA001)

ASSGN. NO.: INMA001

MEMORANDUM OF LEASE

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 21<sup>st</sup> day of September, 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<sup>th</sup>, 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 July 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

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

By: Susan Grokulska  
Name: SUSAN GROKULSKY

Title: \_\_\_\_\_

Title: MGR. OF DOCUMENTATION Executed on this 21<sup>st</sup> day of September, 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 21<sup>st</sup> day of September, 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]

Name: DAVID A. JACOBSON

Title: Mgr. Transportation

Executed on this 14<sup>th</sup> day of Sept., 2005.

[CORPORATE SEAL]

STATE OF WISCONSIN

COUNTY OF MILWAUKEE

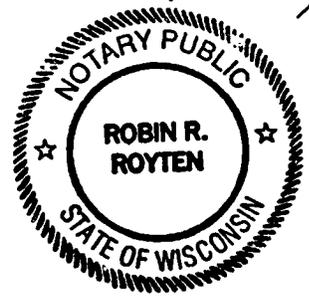
I, ROBIN R. ROYTEN, a Notary Public of the County and State aforesaid, certify that DALE WEST personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 14<sup>th</sup> day of SEPTEMBER, 2005.

[Signature]  
Notary Public

Commission Expires:

DECEMBER 31, 2006  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Fifty (50)

DESCRIPTION OF CARS: 5250 c.f. Covered Hoppers

CAR NUMBERS:

FURX 850001	FURX 850356
FURX 850005	FURX 850383
FURX 850026	FURX 850406
FURX 850054	FURX 850417
FURX 850055	FURX 850426
FURX 850078	FURX 850449
FURX 850080	FURX 850457
FURX 850094	FURX 850458
FURX 850106	FURX 850465
FURX 850115	FURX 850470
FURX 850141	FURX 850472
FURX 850142	FURX 850476
FURX 850150	FURX 850484
FURX 850151	FURX 850485
FURX 850161	FURX 850487
FURX 850164	FURX 850509
FURX 850219	FURX 850517
FURX 850234	FURX 850533
FURX 850242	FURX 850590
FURX 850274	FURX 850966
FURX 850282	FURX 851037
FURX 850314	FURX 851055
FURX 850326	FURX 851070
FURX 850344	FURX 851086
FURX 850352	FURX 851090