

RECORDATION NO. 24428-6 FILED

DEC 08 '05

2-55 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

December 5, 2005

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 500
Rosemont, IL 60018-4214

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 May 5, 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 24428.

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: FGDI, L.L.C.
19901 N. Dixie Hwy.
Bowling Green, OH 43402

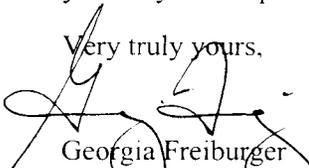
A description of the railroad equipment covered by the enclosed document is twenty-seven (27) 4600/4750 cu. ft. covered hopper cars, with NDYX marks (see Exhibit A for car numbers).

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

(FGDI014)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 5th day of May, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and FGDI, L.L.C., ("Lessee"), a limited liability corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 22, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 13 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February 18, 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 5th day of MAY, 2005.

[CORPORATE SEAL]

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STATE OF ILLINOIS

COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

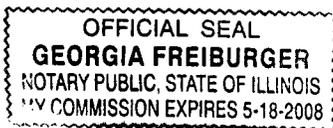
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 5th day of May, 2005.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

FGDI, L.L.C.

ATTEST:

By: *Robert Brock*
Name: ROBERT BROCK
Title: EVP-COO

By: *Michael L Courter*
Name: MICHAEL L COURTER
Title: AUP - Transportation

Executed on this 25 day of APRIL, 2005

[CORPORATE SEAL]

STATE OF OHIO

COUNTY OF WOOD

I, DONALD EUGENE FINN, a Notary Public of the County and State aforesaid, certify that MICHAEL L COURTER 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 25TH day of APRIL, 2005.

Donald Eugene Finn
Notary Public

Commission Expires:

5/22/08
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

- I. NUMBER OF CARS: Twenty-seven (27)
- II. DESCRIPTION OF CARS: 4600-4750 cubic foot capacity covered hopper cars with gravity discharge gates and trough hatches.
- III. CAR NUMBERS:
- | | |
|------|--------|
| NDYX | 818905 |
| NDYX | 818922 |
| NDYX | 818934 |
| NDYX | 818969 |
| NDYX | 818978 |
| NDYX | 818979 |
| NDYX | 819166 |
| NDYX | 819172 |
| NDYX | 819175 |
| NDYX | 819176 |
| NDYX | 819177 |
| NDYX | 819179 |
| NDYX | 819186 |
| NDYX | 819187 |
| NDYX | 819195 |
| NDYX | 819198 |
| NDYX | 819202 |
| NDYX | 819204 |
| NDYX | 819206 |
| NDYX | 819212 |
| NDYX | 819214 |
| NDYX | 819215 |
| NDYX | 819219 |
| NDYX | 819221 |
| NDYX | 819222 |
| NDYX | 819229 |
| NDYX | 819232 |