

RECORDATION NO. 25303-A FILED

DEC 15 '05

2-47 PM

SURFACE TRANSPORTATION BOARD

DEC 15 2005  
RECEIVED

# 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

December 12, 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 October 7, 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 25303.

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: Mellot Wood Preserving, Inc.  
1398 Sawmill Road  
Needmore, PA 17238

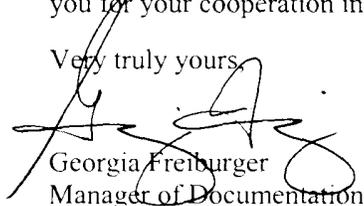
A description of the railroad equipment covered by the enclosed document is eight (8) 2510 cubic foot gondola cars, with NDYX marks (see Exhibit A for number).

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  
(MWPI002)

ASSGN. NO.: MWPI002

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 17 day of October, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Mellott Wood Preserving, Inc. ("Lessee"), a Pennsylvania corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 17, 2004, 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 September 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: Susan Grokulska

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

Name: SUSAN GROKULSKY

Title: MGR. OF DOCUMENTATION

Executed on this 17<sup>th</sup> day of October, 2005.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

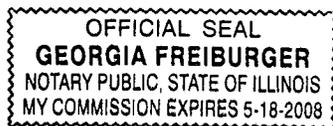
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 17<sup>th</sup> day of October, 2005.

Georgia Freiburger  
Notary Public

My Commission Expires:

5-2008  
(Notary Public)



LESSEE:

MELLOTT WOOD PRESERVING, INC.

ATTEST:

By: Douglas D Mellott  
Name: Douglas D Mellott  
Title: V. PRESIDENT

By: Jane M Unger  
Name: JANE M UNGER  
Title: Office Manager

Executed on this 7<sup>th</sup> day of OCTOBER, 2005.

[CORPORATE SEAL]

STATE OF Pennsylvania  
COUNTY OF Fulton

I, Jonie R Bard, a Notary Public of the County and State aforesaid, certify that Douglas D. Mellott personally appeared before me this day and acknowledged his/het due execution of the foregoing Memorandum of Lease.

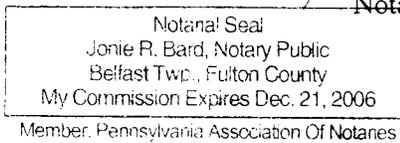
WITNESS my hand and official stamp or seal, this 7<sup>th</sup> day of October, 2005

Jonie R Bard  
Notary Public

Commission Expires:

12-21-2006

(Notary Public)



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

NUMBER OF CARS:           Eight (8)

DESCRIPTION OF CARS:    2510 cubic foot capacity mill gondola railcars,  
51'10" in length with 5'01" side height and a total  
weight on rail of 263,000 lbs.

CAR NUMBERS:

NDYX 314903  
NDYX 314904  
NDYX 314905  
NDYX 314906  
NDYX 314909  
NDYX 314914  
NDYX 314915  
NDYX 314916