

FIRST UNION RAIL

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

RECORDATION NO. 25830-B FILED

FEB 28 '06

2-34 PM

SURFACE TRANSPORTATION BOARD



February 23, 2006

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

Re: Amendment to 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 an Amendment to Memorandum of Lease Agreement, dated November 18, 2005. The enclosed amendment is a secondary document relating to the Memorandum of Lease Agreement which was duly filed under Recordation Number 25830 with the Surface Transportation Board on September 13, 2005.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Dauber Company, Inc.
577 North 18th Mile
Tonica, IL

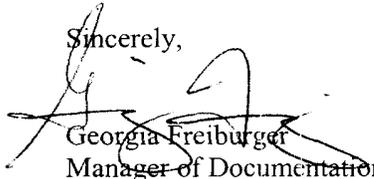
A description of the railroad equipment covered by the enclosed document is four (4) 5041 cu. ft. plate "C" boxcars marked NDYX (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Amendment to 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.

Sincerely,


Georgia Freiburger
Manager of Documentation

Enclosures
(DABR003)

RECORDATION NO. 25830-B FILED

ASSGN. NO.: DABR003

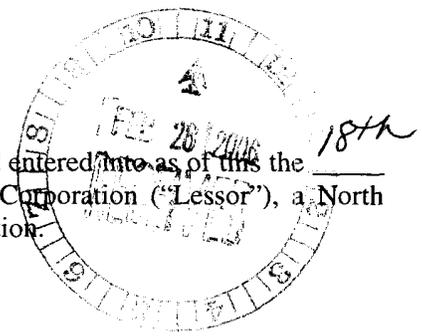
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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 18th day of November, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Dauber Company, Inc. ("Lessee"), an Illinois corporation.



WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 1, 2005, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 21, 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:

K. A. Dombrowski

Name:

K. A. DOMBROWSKI

Title:

DIRECTOR OF DOCUMENTATION

Executed on this

18th

day of

November 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 18th day of November, 2005.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

DAUBER COMPANY, INC.

ATTEST:

By: [Signature]

Name: ERIC DAUBER

Title: V.P.

By: [Signature]

Name: MICHAEL BAKER

Title: G.M.

Executed on this 15th day of November, 2005.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF LaSalle

I, Alan J. Stremelan, a Notary Public of the County and State aforesaid, certify that ERIC DAUBER 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 15th day of November, 2005.

Commission Expires:

3/18/2007
(Notary Public)

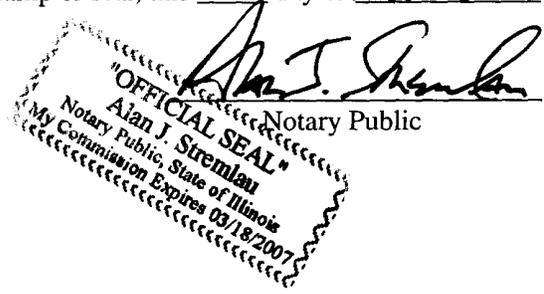


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Four (4)

DESCRIPTION OF CARS: 5041 cu. ft. capacity plate "C" boxcars with 10' wide sliding doors, inside length of 50'5", inside width of 9'05" and inside height of 10'07" and 220 GRL. (Car Type A302).

CAR NUMBERS: NDYX 535000, 535015, 535057, 535062