

RECORDATION NO. 22658-0 FILED

NOV 29 '06

1-29 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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

VIA UPS 2nd DAY AIR

November 27, 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: 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 3, 2006, 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 22658.

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: Interstate Commodities, Inc.
7 Madison Street
Troy, NY 12181

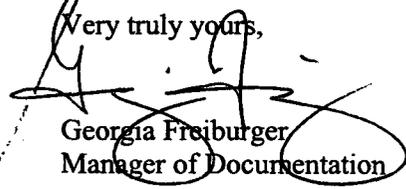
A description of the railroad equipment covered by the enclosed document is two hundred sixty-four (264) 4650/4750 cu. ft. covered hopper cars, with FURX and NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$34.00 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

(INCI030)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 4th day of May, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Interstate Commodities, Inc. ("Lessee"), a New York corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 24, 1999, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 29 the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 29, 2006 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

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ATTEST:

By: Richard F. Seymour SURFACE TRANSPORTATION BOARD

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

By: Susan Grokulska

Name: SUSAN GROKULSKY

Title: _____

Title: MGR. OF DOCUMENTATION Executed on this 4th day of May, 2006.

[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 4th day of May, 2006.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

INTERSTATE COMMODITIES, INC.

By: C. C. C.

Name: Cameron Charles

Title: Director of Transportation

ATTEST:

By: Robert Sney

Name: ROBERT SNEY

Title: Transportation

Executed on this _____ day of _____, 2006.

[CORPORATE SEAL]

STATE OF NY

COUNTY OF RENSSELAIRE

I, Victor Oberting III, a Notary Public of the County and State aforesaid, certify that Cameron Charles 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 26 day of April, 2006.

Notary Public

Commission Expires:

(Notary Public)

VICTOR A. OBERTING III
Notary Public, State of New York
No. 02OB6055561
Qualified in Albany County
Commission Expires Feb. 26, 2007

EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: Two hundred sixty-four (264)

DESCRIPTION OF CARS: 4650/4750 cubic foot capacity covered hopper cars with trough hatches, gravity outlets and a total weight on rail of 263,000 and 268,000-lbs.

CAR NUMBERS:

FURX	822009	NDYX	820842	NDYX	823138	NDYX	826266	NDYX	827842
FURX	822267	NDYX	820853	NDYX	823147	NDYX	826583	NDYX	827849
FURX	822330	NDYX	820868	NDYX	823632	NDYX	826635	NDYX	827850
FURX	822483	NDYX	820982	NDYX	823636	NDYX	826662	NDYX	827854
FURX	822516	NDYX	821006	NDYX	823638	NDYX	826694	NDYX	827858
FURX	823102	NDYX	821012	NDYX	823903	NDYX	826872	NDYX	827859
FURX	823163	NDYX	821021	NDYX	823904	NDYX	826936	NDYX	827861
FURX	827028	NDYX	821055	NDYX	823907	NDYX	827025	NDYX	827862
FURX	827681	NDYX	821479	NDYX	823943	NDYX	827089	NDYX	828475
FURX	828242	NDYX	821578	NDYX	823944	NDYX	827122	NDYX	828489
FURX	828315	NDYX	821596	NDYX	823949	NDYX	827440	NDYX	828495
FURX	828352	NDYX	821600	NDYX	823950	NDYX	827542	NDYX	828497
FURX	828730	NDYX	821630	NDYX	823951	NDYX	827547	NDYX	828664
FURX	828790	NDYX	821667	NDYX	823954	NDYX	827548	NDYX	828743
FURX	828825	NDYX	821678	NDYX	823958	NDYX	827549	NDYX	828744
FURX	829661	NDYX	821689	NDYX	823959	NDYX	827551	NDYX	828757
NDYX	475415	NDYX	821694	NDYX	823960	NDYX	827554	NDYX	828759
NDYX	475421	NDYX	821724	NDYX	823962	NDYX	827555	NDYX	829170
NDYX	475480	NDYX	821730	NDYX	823966	NDYX	827557	NDYX	829490
NDYX	475487	NDYX	822067	NDYX	823967	NDYX	827562	NDYX	829503
NDYX	815432	NDYX	822075	NDYX	823971	NDYX	827603	NDYX	829872
NDYX	816411	NDYX	822088	NDYX	823974	NDYX	827614	NDYX	830061
NDYX	816420	NDYX	822089	NDYX	823989	NDYX	827627	NDYX	830096
NDYX	816436	NDYX	822094	NDYX	824012	NDYX	827643	NDYX	830274
NDYX	816817	NDYX	822095	NDYX	824015	NDYX	827646	NDYX	830369
NDYX	816827	NDYX	822110	NDYX	824016	NDYX	827648	NDYX	830374
NDYX	816838	NDYX	822213	NDYX	824039	NDYX	827651	NDYX	830386
NDYX	816842	NDYX	822223	NDYX	824178	NDYX	827676	NDYX	830492
NDYX	816843	NDYX	822233	NDYX	824282	NDYX	827685	NDYX	830584
NDYX	816845	NDYX	822250	NDYX	824452	NDYX	827690	NDYX	830588
NDYX	816873	NDYX	822464	NDYX	824460	NDYX	827697	NDYX	830595
NDYX	816895	NDYX	822752	NDYX	824465	NDYX	827701	NDYX	830596
NDYX	818697	NDYX	822754	NDYX	824466	NDYX	827715	NDYX	830605
NDYX	818805	NDYX	822794	NDYX	824605	NDYX	827733	NDYX	830629
NDYX	818811	NDYX	822795	NDYX	824716	NDYX	827735	NDYX	830681
NDYX	819207	NDYX	822799	NDYX	826041	NDYX	827736	NDYX	830721
NDYX	820781	NDYX	822806	NDYX	826102	NDYX	827741	NDYX	830740
NDYX	820787	NDYX	822913	NDYX	826164	NDYX	827833	NDYX	830744
NDYX	820799	NDYX	822919	NDYX	826169	NDYX	827836	NDYX	830809
NDYX	820826	NDYX	823034	NDYX	826178	NDYX	827838	NDYX	830910
NDYX	820829	NDYX	823095	NDYX	826250	NDYX	827840	NDYX	830962
NDYX	820830	NDYX	823129	NDYX	826261	NDYX	827841	NDYX	831070

NDYX	831125	NDYX	832352	NDYX	832472	NDYX	832658	NDYX	833403
NDYX	831171	NDYX	832361	NDYX	832481	NDYX	832686	NDYX	833411
NDYX	832050	NDYX	832368	NDYX	832488	NDYX	832696	NDYX	833419
NDYX	832071	NDYX	832381	NDYX	832491	NDYX	832972	NDYX	833420
NDYX	832072	NDYX	832383	NDYX	832511	NDYX	833011	NDYX	833428
NDYX	832114	NDYX	832405	NDYX	832529	NDYX	833016	NDYX	833440
NDYX	832301	NDYX	832412	NDYX	832553	NDYX	833018	NDYX	833446
NDYX	832315	NDYX	832429	NDYX	832575	NDYX	833025	NDYX	833494
NDYX	832322	NDYX	832440	NDYX	832597	NDYX	833028	NDYX	833507
NDYX	832326	NDYX	832445	NDYX	832636	NDYX	833033	NDYX	833510
NDYX	832348	NDYX	832449	NDYX	832650	NDYX	833039		