

RECORDATION NO. 22658-P FILED

DEC 14 '06

1-34 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

December 12, 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 September 21, 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 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

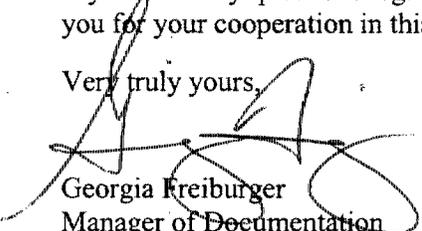
A description of the railroad equipment covered by the enclosed document is twenty-five (25) 4600/4700/4750 cu. ft. covered hopper cars, with FURX and PRAX marks (see Exhibit A for car numbers).

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

(INCI026)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 21st day of September, 2005, 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. 25 the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 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 21st day of September, 2005

[CORPORATE SEAL]

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STATE OF ILLINOIS

COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

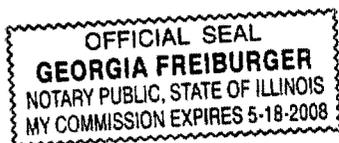
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21st day of September 2005

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

INTERSTATE COMMODITIES, INC.

By: Cameron Charles

Name: Cameron Charles

Title: Transportation Manager

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF New York
COUNTY OF Albany

I, Victor A. 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 15 day of Sept, 2005.

Victor A. Oberting III
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: Twenty-five (25)

DESCRIPTION OF CARS: 4600/4700/4750 cubic foot capacity covered hopper cars with trough hatches, gravity outlets and 286,000-lbs. capacity.

CAR NUMBERS:

FURX	815327
FURX	815329
FURX	815335
FURX	815340
FURX	815351
FURX	815355
FURX	815358
FURX	815371
FURX	815449
FURX	818732
FURX	822251
FURX	823882
FURX	824137
FURX	824172
FURX	824551
FURX	828180
FURX	828187
FURX	828701
FURX	829007
FURX	829670
FURX	830375
FURX	830688
FURX	830733
PRAX	823980
PRAX	824018