

RECORDATION NO. 22658-Q FILED

DEC 14 '06

1-39 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

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

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 May 4, 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

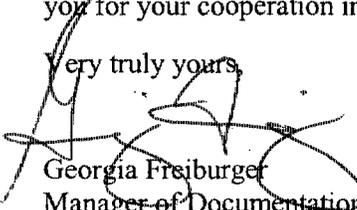
A description of the railroad equipment covered by the enclosed document is fifty-nine (59) 4750 cu. ft. covered hopper cars, with FURX and NDYX marks (see Exhibit A for car numbers).

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

(INC1028)

MEMORANDUM OF LEASE

4th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 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. 27 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

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

By: Susan Grokulsky

Name: SUSAN GROKULSKY

Title: _____

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

[CORPORATE SEAL]

RECORDATION NO. 22658-D FILED

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STATE OF ILLINOIS
COUNTY OF COOK

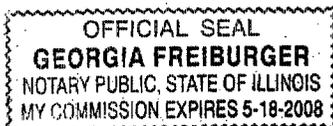
SURFACE TRANSPORTATION BOARD

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 4th day of May, 2006.

Georgia Freiburger
Notary Public

My Commission Expires:
5-2008
(Notary Public)



LESSEE:

INTERSTATE COMMODITIES, INC.

By: [Signature]

Name: Cameron Charles

Title: Director of Transportation

ATTEST:

By: [Signature]

Name: ROBERT STEVY

Title: Transportation

Executed on this _____ day of _____, 2006.

[CORPORATE SEAL]

STATE OF NY

COUNTY OF Rensselaer

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 26 day of April, 2006.

[Signature]

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

Commission Expires:

(Notary Public)

EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty-nine (59)

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

CAR NUMBERS:

FURX	815360	NDYX	828469
FURX	816710	NDYX	828471
FURX	822292	NDYX	828482
FURX	823936	NDYX	828734
FURX	824155	NDYX	828737
FURX	830222	NDYX	828739
FURX	830391	NDYX	828750
FURX	830401	NDYX	828752
FURX	831152	NDYX	828753
NDYX	821432	NDYX	828758
NDYX	824502	NDYX	828760
NDYX	824636	NDYX	828761
NDYX	826756	NDYX	828773
NDYX	826764	NDYX	828774
NDYX	826772	NDYX	829843
NDYX	826781	NDYX	830651
NDYX	826791	NDYX	830683
NDYX	826804	NDYX	830687
NDYX	826810	NDYX	830783
NDYX	826815	NDYX	830804
NDYX	826821	NDYX	830810
NDYX	827094	NDYX	830818
NDYX	828114	NDYX	830821
NDYX	828122	NDYX	830823
NDYX	828449	NDYX	830824
NDYX	828458	NDYX	831001
NDYX	828462	NDYX	831002
NDYX	828465	NDYX	831006
NDYX	828466	NDYX	831009
NDYX	828467		