

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

RECORDATION NO. 22658 ^R 

OCT 23 '08 - 3 23 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

October 22, 2008

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated October 10, 2008, 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 Surface Transportation Board under Recordation Number 22658.

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

A description of the railroad equipment covered by the enclosed document is two hundred (200) 4600/4650/4700/4750 cu. ft. capacity covered hopper cars, with FURX, NDYX PRAX, RUSX and UMPX 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 \$41.00 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) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,


Marcia Dunne
Sr. Rail Documentation Specialist

Enclosures

(INC1033)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 10th day of October, 2008, 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. 33 the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 4, 2007 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
Title: VICE PRESIDENT SALES & MARKETING

By: Susan Grokulska
Name: SUSAN GROKULSKY
Title: ASST. DIRECTOR OF DOCUMENTATION

Executed on this 10th day of October, 2008.

[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 10th day of October, 2008.

Georgia Freiburger
Notary Public

My Commission Expires:
6-5-2012
(Notary Public)



RECORDATION NO. 22658-R **FILED**

OCT 23 '08 - 3 23 PM

SURFACE TRANSPORTATION BOARD

LESSEE:

INTERSTATE COMMODITIES, INC.

By: Melissa Davis

Name: Melissa Davis

Title: Transportation Manager

ATTEST:

By: Victor Obentony

Name: Victor Obentony

Title: CHAIRMAN

Executed on this 30 day of oct, 2008.

[CORPORATE SEAL]-

STATE OF NY

COUNTY OF Rensselaer

I, Ann Carolyn Daly, a Notary Public of the County and State aforesaid, certify that Melissa Davis 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 3 day of October, 2008.

Ann Carolyn Daly
Notary Public

Commission Expires:

2010
(Notary Public)

ANN CAROLYN DALY
Notary Public, State of New York
Qualified in Albany County
No. 01DA6049612
Commission Expires Oct. 23, 20 10

EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: Two hundred (200)

DESCRIPTION OF CARS: 4600/4650/4700/4750 cubic foot capacity covered hopper cars
With trough hatches, gravity outlets and a total weight on rail of
263,000/268,000 lbs.

CAR NUMBERS:

FURX 463185	FURX 831003	NDYX 816855	NDYX 820675	NDYX 828175
FURX 463220	FURX 832023	NDYX 816856	NDYX 820951	NDYX 828190
FURX 814216	FURX 832067	NDYX 816859	NDYX 821854	NDYX 828710
FURX 815307	FURX 832094	NDYX 816860	NDYX 821934	NDYX 829779
FURX 815407	FURX 832106	NDYX 816861	NDYX 822045	NDYX 829869
FURX 815416	FURX 832146	NDYX 816863	NDYX 822113	NDYX 830329
FURX 815454	FURX 833316	NDYX 816864	NDYX 822653	NDYX 830334
FURX 816588	NDYX 487048	NDYX 816866	NDYX 822865	NDYX 830607
FURX 816702	NDYX 487049	NDYX 816867	NDYX 822916	NDYX 830608
FURX 816704	NDYX 487055	NDYX 816868	NDYX 823369	NDYX 830738
FURX 816717	NDYX 487057	NDYX 816869	NDYX 823686	NDYX 830831
FURX 816733	NDYX 487060	NDYX 816871	NDYX 823688	NDYX 830904
FURX 818507	NDYX 487066	NDYX 816872	NDYX 823698	NDYX 831034
FURX 818524	NDYX 487072	NDYX 816875	NDYX 823742	NDYX 831151
FURX 818562	NDYX 488362	NDYX 816876	NDYX 823746	NDYX 832095
FURX 818577	NDYX 814223	NDYX 816880	NDYX 823753	NDYX 832365
FURX 818582	NDYX 815259	NDYX 816882	NDYX 823755	NDYX 832396
FURX 818635	NDYX 816402	NDYX 816884	NDYX 823766	NDYX 832435
FURX 818648	NDYX 816800	NDYX 816885	NDYX 823772	NDYX 832520
FURX 818650	NDYX 816803	NDYX 816887	NDYX 823776	NDYX 832538
FURX 818651	NDYX 816805	NDYX 816890	NDYX 823778	NDYX 832541
FURX 818741	NDYX 816807	NDYX 816891	NDYX 823783	NDYX 832634
FURX 823941	NDYX 816809	NDYX 816893	NDYX 823786	NDYX 832681
FURX 824169	NDYX 816811	NDYX 816894	NDYX 823817	NDYX 832693
FURX 824306	NDYX 816812	NDYX 816896	NDYX 823845	NDYX 832705
FURX 824556	NDYX 816818	NDYX 816899	NDYX 823852	NDYX 833106
FURX 824691	NDYX 816821	NDYX 818921	NDYX 823855	NDYX 833107
FURX 824706	NDYX 816825	NDYX 818966	NDYX 823860	NDYX 833120
FURX 827727	NDYX 816826	NDYX 819007	NDYX 823861	NDYX 833143
FURX 828626	NDYX 816831	NDYX 819010	NDYX 823874	NDYX 833144
FURX 828801	NDYX 816832	NDYX 819011	NDYX 823893	NDYX 833151
FURX 828919	NDYX 816835	NDYX 819028	NDYX 823900	NDYX 833154
FURX 829841	NDYX 816837	NDYX 819032	NDYX 823988	NDYX 833157
FURX 829847	NDYX 816841	NDYX 819056	NDYX 824023	NDYX 833185
FURX 829862	NDYX 816844	NDYX 819071	NDYX 824033	PRAX 825968
FURX 830123	NDYX 816846	NDYX 819083	NDYX 824037	RUSX 005478
FURX 830217	NDYX 816847	NDYX 819183	NDYX 824451	RUSX 063183
FURX 830299	NDYX 816850	NDYX 819192	NDYX 824939	UMPX 012176
FURX 830336	NDYX 816851	NDYX 820018	NDYX 825719	UMPX 300145
FURX 830489	NDYX 816854	NDYX 820024	NDYX 826680	UMPX 484506