

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

April 2, 2014

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of April 1, 2014, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: BBVA Compass Financial Corporation
159 Crocker Park Blvd, Suite 260
Westlake, Ohio 44145

Lessee: Trans-Global Solutions, Inc.
Post Office Box 1998
Nederland, Texas 77627

Chief, Section of Administration
April 2, 2014
Page 2

A description of the railroad equipment covered by the enclosed document is:

2 locomotives: ECRX 2000 and ECRX 2001 (formerly MVPX 3841 and MVPX 3842).

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$44.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink that reads "Edward M. Luria". The signature is written in a cursive style with a large, prominent "E" at the beginning.

Edward M. Luria

EML/bhs
Enclosures

MEMORANDUM OF LEASE AGREEMENT

Dated as of April 1, 2014

Between

TRANS-GLOBAL SOLUTIONS, INC.
As Lessee

And

BBVA COMPASS FINANCIAL CORPORATION
As Lessor

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of April 1, 2014, by and between BBVA COMPASS FINANCIAL CORPORATION ("Lessor") and TRANS-GLOBAL SOLUTIONS, INC. ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, those certain locomotives described on Attachment 1 attached hereto. The lease of the locomotives is a capital lease for security and the filing of this memorandum is intended to perfect Lessor's security interest in the locomotives described herein.

All of such locomotives as are more fully described in the Schedule of Equipment attached to the Certificate of Delivery and Acceptance No. 1, dated as of March 31, 2014, executed pursuant to that certain Equipment Schedule No. 0002, dated as of March 31, 2014 which Equipment Schedule was executed pursuant to the Master Lease Agreement No. 00501, dated as of September 4, 2013, between Lessor and Lessee, incorporating the terms thereof (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BBVA COMPASS FINANCIAL CORPORATION

By: Mark S. Marinik
Name: _____
Title: Mark S. Marinik
Executive Vice President

TRANS-GLOBAL SOLUTIONS, INC.

By: R. Scott
Name: RICHARD R. SCOTT
Title: PRESIDENT

STATE OF OHIO)
) ss.
COUNTY OF CUYAHOGA)

On this 1st day of April, 2014, before me appeared Mark S. Marinik, the person who signed this instrument, who acknowledged that he is the Executive Vice President of BBVA Compass Financial Corporation and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.



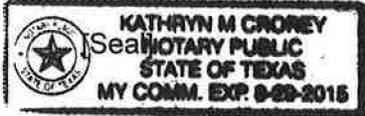
Theresa M. Woodman
Notary Public (N/K/A Hochman)

My commission expires: 4-5-14

STATE OF TEXAS
COUNTY OF HARRIS

)
) ss.
)

On this 1 day of April, 2014, before me appeared RICHARD R. SCOTT, the person who signed this instrument, who acknowledged that he is the PRESIDENT of Trans-Global Solutions, Inc. and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.



Kathryn M. Crowley
Notary Public

My commission expires: 8-29-2015

TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF LOCOMOTIVES

Two (2) GP38AC Sterling Bomba Locomotives bearing the following road marks and numbers:

Old RL and Road
Numbers

MVPX 3841
MVPX 3842

New RL and
Road Numbers

ECRX 2000
ECRX 2001

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: April 2, 2014

Edward M Luria

Edward M. Luria