

RECORDATION NO. 22145-VV
FILED

APR 01 '14 -11 38 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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

www.firstunionrail.com

VIA FEDERAL EXPRESS

March 28, 2014

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

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 and Assignment, dated February 14, 2014, 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 22145. The names and addresses of the parties to the enclosed document are:

Lessor/Manager: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Southwest Rail Industries, Inc.
501 South East Street
Weimar, TX 78962

Owner of 6 cars in Group 2: ATEL Leasing Corporation
600 Montgomery Street, 9th Floor
San Francisco, California 94111

A description of the railroad equipment covered by the enclosed document is for fifteen (15) covered hopper cars, with FURX, NDYX and RUSX marks (see Exhibit A for car numbers).

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

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 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.

Sincerely,


Marcia Dunne
Senior Documentation Specialist

Enclosures

(SRH091)

MEMORANDUM OF LEASE AND ASSIGNMENT

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THIS MEMORANDUM OF LEASE AND ASSIGNMENT (the "Memorandum") is made and entered into as of this the 14th day of February, 2014, by and between First Union Rail Corporation (the "First Union Rail Corporation"), a North Carolina corporation, acting in its capacity as manager for ATEL Leasing Corporation, its successors and assigns, the owner of the Cars, as defined below, ("ATEL"), pursuant to a Railcar Management Agreement and Southwest Rail Industries, Inc., ("Lessee"), a Texas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Master Lease"), dated as of June 1, 1993, whereby Lessor has agreed to lease to Lessee certain railcars as described more specifically on Exhibit A attached hereto, (the "Cars"), pursuant to Rider No. 82 (the "Rider") which Rider incorporates by reference the terms and condition of the Master Lease and is a separate and independent lease, (the "Lease"), effective as of February 14, 2014, and subject to the terms, conditions and provisions of the above-mentioned Lease.

Lessor hereby assigns and transfers to ATEL all of its right, title and interest as Lessor in the Lease, excluding from such assignment only its rights as manager of the Lease and Cars under the Railcar Management Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION,
as MANAGER FOR
ATEL Leasing Corporation

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

ATTEST:

By: Georgia Freiberger
Name: GEORGIA FREIBURGER

Title: MGR OF DOCUMENTATION Executed on this 14th day of February, 2014.

STATE OF ILLINOIS
COUNTY OF COOK

I, Janice L. Enolva, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 5th day of March, 2014.
Janice L. Enolva
Notary Public

My Commission Expires:
8-2-2014
(Notary Public)

LESSEE:

SOUTHWEST RAIL INDUSTRIES, INC.

ATTEST:

By: *Jason F. Huette*
Name: Jason F. Huette
Title: VP

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public of the County and State aforesaid, certify that _____ personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this _____ day of _____, _____.

Notary Public

My Commission Expires:

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE AND ASSIGNMENT

NUMBER OF CARS: Fifteen (15)

DESCRIPTION OF CARS: 4600-4650 cu. ft. capacity 3 pocket covered hopper Cars,
263,000-268,000 TWR with gravity discharge gates. (AAR Car Type: C113).

CAR NUMBERS: Group 1 – First Union Rail Corporation, Lessor

FURX	815302
FURX	815387
FURX	815400
FURX	815408
FURX	815413
FURX	815429
FURX	815493
RUSX	815428
RUSX	815433

Group 2 – ATEL Leasing Corporation, Owner

NDYX	816950
NDYX	816967
NDYX	816997
NDYX	817015
NDYX	817016
NDYX	817041