

RECORDED 22145-E FILED

SEP 23 '03

4-35 PM

FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

VIA UPS 2<sup>nd</sup> DAY AIR

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

Tel 847.318.7575  
Fax 847.318.7588

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment



September 19, 2003

**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 and one (1) copy of a Memorandum of Lease Agreement, dated May 19, 2003, 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 22145.

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:	Southwest Rail Industries, Inc. 601 South East Street Weimar, TX 78962
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A description of the railroad equipment covered by the enclosed document is ten (10) 25,500 to 27,000 gallon capacity tank cars, with TGOX marks (See Exhibit A for 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 \$30.00 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 or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

  
Susan Grokulska  
Manager of Documentation

Enclosures

(SRII014)

ASSGN. NO. SRH014

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 21<sup>st</sup> day of July, 2003 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Southwest Rail Industries, Inc. ("Lessee"), a Texas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of June 1, 1993 as amended July 1, 1997 as assigned thereto, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 8 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 9, 2003 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

Title:

By: K.A. Dombrowski

Name: K.A. DOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION Executed on this 21<sup>st</sup> day of July, 2003.

[CORPORATE SEAL]

RECORDATION NO. 22145-E FILED

STATE OF ILLINOIS

SEP 23 '03 4-35 PM

COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

I, SUSAN GROKULSKY, 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 21<sup>st</sup> day of July, 2003.

Susan Grokulska  
Notary Public

My Commission Expires:  
8-14-2004  
(Notary Public)



**LESSEE:**

SOUTHWEST RAIL INDUSTRIES, INC.

By: Ray Wohadlo

Name: RAY WOHDLO

Title: VP

**ATTEST:**

By: Lisa M. Ervin

Name: Lisa M. Ervin

Title: Customer Service

Executed on this 14 day of July, 2003.

[CORPORATE SEAL]

STATE OF Texas

COUNTY OF Colorado

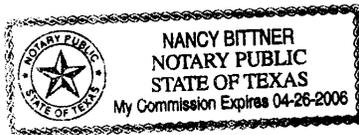
I, NANCY BITTNER, a Notary Public of the County and State aforesaid, certify that RAY WOHDLO personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 14<sup>th</sup> day of July, 2003.

Nancy Bittner  
Notary Public

Commission Expires:

4-26-06  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Ten (10)

DESCRIPTION OF CARS: Tank Cars, DOT111J100W3, insulated, exterior coiled 25,500 to 27,000 gallon capacity.

CAR NUMBERS:

TGOX 1900  
TGOX 1912  
TGOX 1915  
TGOX 1916  
TGOX 1917  
TGOX 1931  
TGOX 1934  
TGOX 1936  
TGOX 1938  
TGOX 1939  
Count: 10