

[REDACTED]

FIRST UNION RAIL

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

Tel 847.318.7575  
Fax 847.318.7588

RECORDATION NO. 22145-F FILED

JAN 19 '05 1-10 PM

**SURFACE TRANSPORTATION BOARD**



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

January 13, 2005

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 September 30, 2004, 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 S. East Street  
Weimer, TX 78962

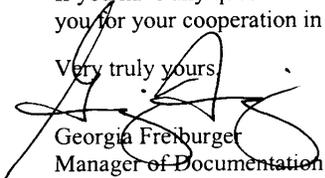
A description of the railroad equipment covered by the enclosed document is twelve (12) insulated, exterior coiled 25,500 to 27,000 gallon tank cars, with TGOX marks (see Exhibit A for numbers).

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

Also enclosed is a check in the amount of \$32.00 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  
(SRI1016)

MEMORANDUM OF LEASE

30<sup>th</sup> THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 30<sup>th</sup> day of September 2004, 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. 10 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 20, 2004 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: Theresa Catapano  
Name: THERESA CATAPANO  
Title: MGR. OF DOCUMENTATION

Executed on this 30<sup>th</sup> day of September 2004.

[CORPORATE SEAL]

RECORDATION NO. 22145-F FILED

STATE OF ILLINOIS  
COUNTY OF COOK

JAN 19 '05 1-10 PM

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 30<sup>th</sup> day of September 2004.

Georgia Freiburger  
Notary Public

My Commission Expires:  
5-18-2008  
(Notary Public)



**LESSEE:**

SOUTHWEST RAIL INDUSTRIES, INC.

By: RA Wohadlo  
Name: RA Wohadlo  
Title: VP

**ATTEST:**

By: Chris Garmoe  
Name: Chris Garmoe  
Title: VP

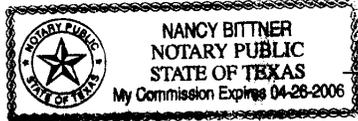
Executed on this \_\_\_\_\_ day of \_\_\_\_\_, 2004.

[CORPORATE SEAL]

STATE OF Texas  
COUNTY OF Colorado

I, Nancy Bittner, a Notary Public of the County and State  
aforesaid, certify that RA Wohadlo 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 September, 2004.



Nancy Bittner  
Notary Public

Commission Expires:  
4-26-06  
(Notary Public)

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

NUMBER OF CARS: Twelve (12)

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

CAR NUMBERS: TGOX 1900  
TGOX 1905  
TGOX 1912  
TGOX 1915  
TGOX 1916  
TGOX 1917  
TGOX 1925  
TGOX 1931  
TGOX 1934  
TGOX 1936  
TGOX 1938  
TGOX 1939