

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-M FILED

OCT 11 '05 4:44 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

October 7, 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 two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated August 18, 2005, 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
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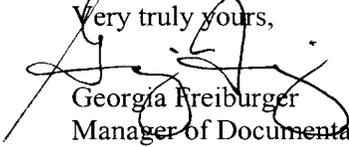
A description of the railroad equipment covered by the enclosed document is twenty-six (26) 25,500-27,000 gallon insulated, exterior coiled, tank cars, with TGOX marks (see Exhibit A for numbers).

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

Also enclosed is a check in the amount of \$33.00 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
(SRII026)

ASSGN. NO. SRII026

MEMORANDUM OF LEASE OCT 11 '05 4-44 PM

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this 18th day of August, 2005, 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 and assigned thereto, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 20 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August, 2005 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: [Signature]
Name: KA DMBROWSKI
Title: DIRECTOR OF DOCUMENTATION

By: [Signature]
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 18th day of August, 2005.

[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 18th day of August, 2005.

[Signature]
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

SOUTHWEST RAIL INDUSTRIES, INC.

By: [Signature]
Name: JASON F. HUETTE
Title: Vice President

ATTEST:

By: [Signature]
Name: BILL FLUKER
Title: OPERATIONS MANAGER

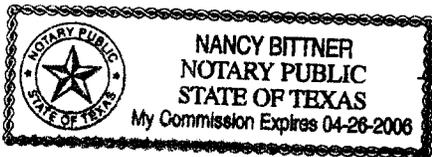
Executed on this 10th day of AUGUST, 2005.

[CORPORATE SEAL]

STATE OF Texas
COUNTY OF Colorado

I, NANCY BITTNER, a Notary Public of the County and State aforesaid, certify that JASON F. HUETTE 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 August, 2005.



[Signature]
Notary Public

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

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-six (26)

DESCRIPTION OF CARS: 25,500-27,000 gallon, insulated, exterior coiled, tank cars, DOT111J100W3.

CAR NUMBERS:

TGOX	001901
TGOX	001902
TGOX	001903
TGOX	001904
TGOX	001906
TGOX	001907
TGOX	001908
TGOX	001909
TGOX	001910
TGOX	001913
TGOX	001914
TGOX	001918
TGOX	001919
TGOX	001920
TGOX	001921
TGOX	001922
TGOX	001923
TGOX	001924
TGOX	001926
TGOX	001927
TGOX	001928
TGOX	001930
TGOX	001932
TGOX	001933
TGOX	001935
TGOX	001937