

RECORDATION NO. 22145^N FILED

OCT 31 '05

1-27 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588

VIA UPS 2nd DAY AIR

October 26, 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 June 9, 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:

<p>Lessor: First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: Southwest Rail Industries, Inc. 601 S. East Street Weimer, TX 78962</p>
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A description of the railroad equipment covered by the enclosed document is thirty-three (33) 5701 cu. ft. capacity plastic pellet cars, with FURX and NDYX 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
(SRII024)

ASSGN. NO. SRII024

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 9th day of June, 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. 18 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 9, 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: Richard F. Seymour

By: K.A. Dombrowski
Name: K.A. DOMBROWSKI

Name: RICHARD F. SEYMOUR
Title: VP - Equipment Sales & Leasing

Title: DIRECTOR OF DOCUMENTATION Executed on this 9th day of June, 2005.

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

I, THERESA CATAPANO, 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 9th day of JUNE, 2005.

Theresa Catapano
Notary Public

My Commission Expires:
9-3-08
(Notary Public)



LESSEE:

SOUTHWEST RAIL INDUSTRIES, INC.

By: Rancho

Name: RA WOHADLO

Title: VP

ATTEST:

By: Lisa M. Ervin

Name: Lisa M. Ervin

Title: Customer Service

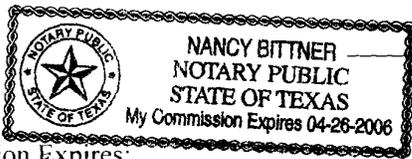
Executed on this 3rd day of June, 2005.

[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 3rd day of June, 2005.



Nancy Bittner
Notary Public

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

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty-three (33)

DESCRIPTION OF CARS: 5701 cu. ft. capacity plastic pellet covered hopper cars, 100-ton capacity, lined with Ameron 428 interior coating, equipped with pneumatic gates and one vented hatch cover per compartment.

CAR NUMBERS:

FURX 878113
FURX 878115
FURX 878123
FURX 878124
FURX 878126
NDYX 878002
NDYX 878004
NDYX 878005
NDYX 878007
NDYX 878008
NDYX 878010
NDYX 878011
NDYX 878012
NDYX 878017
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NDYX 878036
NDYX 878037
NDYX 878043
NDYX 878046
NDYX 878048
NDYX 878049
NDYX 878050
NDYX 878052