

RECORDATION NO. 22771-C FILED

JAN 10 '06

3-27 PM

JAN 9 2006  
RECEIVED

## FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

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

Tel 847.318.7575  
Fax 847.318.7588

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

January 5, 2006

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 November 3, 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 22771.

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: Seaboard Transport, Inc.  
9000 W. 67<sup>th</sup> Street  
Shawnee Mission, KS 66201

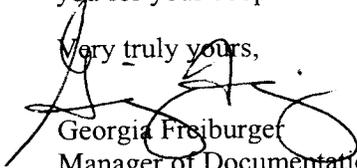
A description of the railroad equipment covered by the enclosed document is two (2) 20,600 gallon insulated, exterior coiled, tank cars, with WFIX marks (see Exhibit A for numbers).

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  
(SBDT004)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 3<sup>rd</sup> day of November 2005 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Seaboard Transport, Inc. ("Lessee"), a Kansas corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 28, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 9 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 5, 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:

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FIRST UNION RAIL CORPORATION

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ATTEST:

By: Richard F. Seymour

SURFACE TRANSPORTATION BOARD

Name: RICHARD F. SEYMOUR

Vice President Sales & Marketing

By: Susan Gorkulsky

Name: SUSAN GORKULSKY

Title: \_\_\_\_\_

Title: MOR. OF DOCUMENTATION Executed on this 3<sup>rd</sup> day of November 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 3<sup>rd</sup> day of November 2005.

Georgia Freiburger  
Notary Public

My Commission Expires:

5-2008  
(Notary Public)



**LESSEE:**

SEABOARD TRANSPORT, INC

By: Gary Martin

Name: Gary Martin

Title: Director

**ATTEST:**

By: David M. Becker

Name: David M. Becker

Title: Vice President and Secretary

Executed on this 4th day of October, 2005.

[CORPORATE SEAL]

STATE OF Kansas

COUNTY OF Johnson

I, Lynette M Ziegenbein, a Notary Public of the County and State aforesaid, certify that Gary Martin 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 4th day of October, 2005.

Lynette M Ziegenbein  
Notary Public

Commission Expires:

11/13/05  
(Notary Public)

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

NUMBER OF CARS:	Two (2)
DESCRIPTION OF CARS:	1981 built, 20,600 gallon capacity, exterior coiled tank cars
CAR NUMBERS:	WFIX 160 and WFIX 162.