

RECORDATION NO. 26567 FILED

SEP 25 06

2-25 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 2<sup>nd</sup> DAY AIR

September 21, 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 July 10, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor:	First Union Rail Corporation	Lessee:	International Commodities Export Corporation
	One O'Hare Center		10001 Woodloch Forest Drive, Suite 400
	6250 River Road, Suite 5000		The Woodlands, TX 77380
	Rosemont, IL 60018		

A description of the railroad equipment covered by the enclosed document is forty-nine (49) exterior coiled, insulated, tank cars marked NDYX (see Exhibit A for car 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 \$34.00 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) 384-5375. Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in cursive script that reads 'Janice Enolva'.

Janice Enolva  
Manager of Documentation

Enclosures

(INTC001)

ASSGN. NO.: INTC001

SEP 25 '06

2-25 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 10<sup>th</sup> day of July, 2006 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and International Commodities Export Corporation ("Lessee"), a \_\_\_\_\_ corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 10, 2006, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 10, 2006 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

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

ATTEST:

By: Susan Grokulsky

Name: SUSAN GROKULSKY

Title: MGR. OF DOCUMENTATION

Executed on this 12<sup>th</sup> day of July, 2006.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

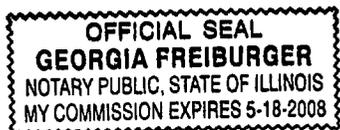
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12<sup>th</sup> day of July, 2006.

[Signature]  
Notary Public

My Commission Expires:

3-2008  
(Notary Public)



**LESSEE:**

INTERNATIONAL COMMODITIES EXPORT CORPORATION

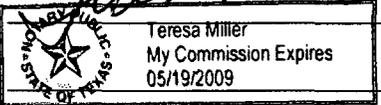
ATTEST:

By: ICEC

Name: Joanne Wecker

Title: Transportation Manager

By: Teresa Miller

Name: 

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

Executed on this 10 day of July 2006

[CORPORATE SEAL]

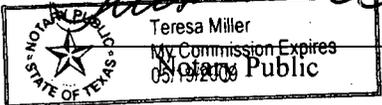


STATE OF TEXAS

COUNTY OF Montgomery

I, Teresa Miller, a Notary Public of the County and State aforesaid, certify that Joanne Wecker personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10th day of July, 2006

Teresa Miller  


Commission Expires:  
5-19-09  
(Notary Public)

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

NUMBER OF CARS: Forty-nine (49)

DESCRIPTION OF CARS: Tank cars, exterior coiled, insulated, 13,818 gallon capacity.  
(Car Type: T104).

CAR NUMBERS:

NDYX 113500	NDYX 113561
NDYX 113503	NDYX 113564
NDYX 113505	NDYX 113572
NDYX 113506	NDYX 113576
NDYX 113507	NDYX 113577
NDYX 113508	NDYX 113578
NDYX 113509	NDYX 113583
NDYX 113512	NDYX 113584
NDYX 113514	NDYX 113586
NDYX 113515	NDYX 113595
NDYX 113517	NDYX 113597
NDYX 113518	NDYX 113598
NDYX 113522	NDYX 113599
NDYX 113523	NDYX 113602
NDYX 113528	NDYX 113603
NDYX 113529	NDYX 113604
NDYX 113537	NDYX 113607
NDYX 113546	NDYX 113610
NDYX 113547	NDYX 113611
NDYX 113548	NDYX 113612
NDYX 113550	NDYX 113615
NDYX 113553	NDYX 113617
NDYX 113555	NDYX 113620
NDYX 113557	NDYX 113628
NDYX 113560	