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SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

April 4, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Car Leasing Agreement 4220-01 and Rider No. 35, dated as of March 28, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: General Electric Railcar Services Corporation  
161 North Clark Street  
Chicago, Illinois 60601

Lessee: Westway Trading Corporation  
365 Canal Street  
Suite 2200  
New Orleans, Louisiana 70130

Mr. Vernon A. Williams  
April 4, 2007  
Page 2

A description of the railroad equipment covered by the enclosed document is:

44 railcars: 43 within the series NATX 72273 - NATX 72919 as more particularly set forth in the equipment schedule attached to the document, and TATX 20710.

A short summary of the document to appear in the index is:

Memorandum of Car Leasing Agreement 4220-01 and Rider No. 35.

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

APR 04 '07 -3 1 0 PM

EXECUTION COPY

**MEMORANDUM OF CAR LEASING AGREEMENT 4220-01 AND RIDER NO. 35**  
**SURFACE TRANSPORTATION BOARD**

This Memorandum of Car Leasing Agreement 4220-01 and Rider No. 35 is made and entered by and between General Electric Railcar Services Corporation (hereinafter referred to as "Lessor") and Westway Trading Corporation (hereinafter referred to as "Lessee"), respecting that certain Car Leasing Agreement 4220-01, dated as of December 23, 1984, between Lessor, and Lessee (as supplemented, the "Master Lease") and that certain Rider No. 35, dated March 12, 2007, between Lessor and Lessee (the "Rider").

Pursuant to the provisions of the Master Lease and the Rider, Lessor and Lessee hereby affirm and acknowledge that:

1. For good and valuable consideration, Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing car marks and car numbers as listed on Exhibit A attached hereto, subject to the terms of the Master Lease and Rider.

2. Lessor and Lessee further acknowledge and affirm that this Memorandum of Car Leasing Agreement 4220-01 and Rider No. 35 is not a summary of the Master Lease and the Rider nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Car Leasing Agreement 4220-01 and Rider No. 35 and the provisions of the Master Lease and the Rider, the provisions of the Master Lease and the Rider shall control.

3. This Memorandum of Car Leasing Agreement No. 4220-01 and Rider No. 35 is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and with the Register General of Canada pursuant to Section 105 of the Canada Transportation Act (Canada).

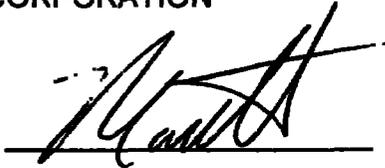
[signature page follows]

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Car Leasing Agreement 4220-01 and Rider No. 35 to be duly executed in its corporate or limited partnership name by its officers or partners, thereunto duly authorized, all as of this 23 day of MARCH, 2007.

LESSOR:

GENERAL ELECTRIC RAILCAR  
SERVICES CORPORATION

By: \_\_\_\_\_



Name: Mark Stefani

Title: Vice President

LESSEE:

WESTWAY TRADING CORPORATION

By: \_\_\_\_\_

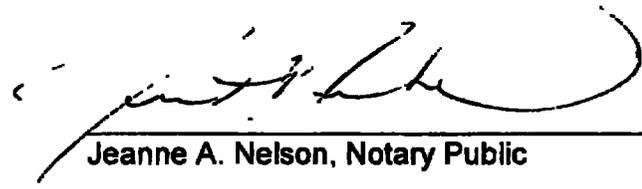


Name: A Whitfield Hugley, IV

Title: President

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK )

On this 29<sup>th</sup> day of March 2007, before me personally appeared Mark Stefani, to me personally known, who being duly sworn, stated that he is a Vice President of General Electric Railcar Services Corporation, that said instrument was signed on behalf of said corporation by authority of its board of directors or equivalent governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

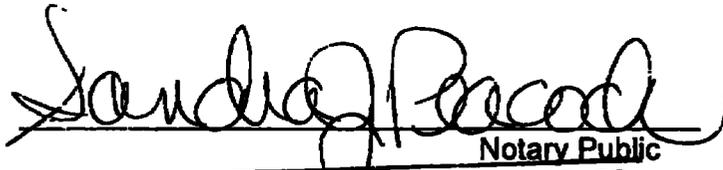
  
\_\_\_\_\_  
Jeanne A. Nelson, Notary Public

My Commission Expires:



STATE OF Louisiana  
COUNTY OF Orleans, SS:

On this 23<sup>rd</sup> day of March, 2007, before me personally appeared A Whitfield Huguley IV to me personally known, who being duly sworn, stated that he is President of Westway Trading Corporation, that said instrument was signed on behalf of said corporation by authority of its board of directors or equivalent governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

Sandra J. Peacock, #25480

My Commission Expires: Notary Public

My Commission is for Life

## EXHIBIT A

<u>Unit Count</u>	<u>Car Mark</u>	<u>Car Number</u>
1	TATX	20710
2	NATX	72273
3	NATX	72319
4	NATX	72351
5	NATX	72352
6	NATX	72362
7	NATX	72364
8	NATX	72387
9	NATX	72391
10	NATX	72392
11	NATX	72393
12	NATX	72394
13	NATX	72395
14	NATX	72426
15	NATX	72427
16	NATX	72428
17	NATX	72429
18	NATX	72430
19	NATX	72432
20	NATX	72498
21	NATX	72499
22	NATX	72500
23	NATX	72501
24	NATX	72503
25	NATX	72504
26	NATX	72505
27	NATX	72506
28	NATX	72507
29	NATX	72508
30	NATX	72509
31	NATX	72510
32	NATX	72547
33	NATX	72575
34	NATX	72576
35	NATX	72577
36	NATX	72578
37	NATX	72580
38	NATX	72850
39	NATX	72863
40	NATX	72866
41	NATX	72887
42	NATX	72893
43	NATX	72914
44	NATX	72919

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

4/4/07



\_\_\_\_\_  
Robert W. Alvord