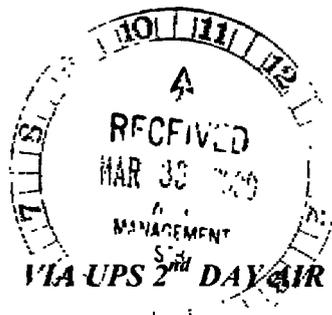


RECORDATION NO 26214-B FILED

MAR 30 '09 2-35 PM

SURFACE TRANSPORTATION BOARD



March 27, 2009

# FIRST UNION RAIL

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

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

Ms. Anne K. Quinlan  
Surface Transportation Board  
395 E Street S.W., Suite 100  
Washington, DC 20024  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Ms. Quinlan:

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 March 10, 2009, 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 Surface Transportation Board under Recordation Number 26214.

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

<p>Lessor: First Union Rail Corporation One O'Hare Centre 6250 River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: Hilex Poly Co. LLC 101 E. Carolina Ave. Hartsville, SC 29550</p>
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A description of the railroad equipment covered by the enclosed document is ten (10) 5250 cu. ft. capacity, covered hopper cars; with NDYX marks (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 \$41.00 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) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne  
Sr. Documentation Specialist

Enclosures

(HIPC003)

ASSGN. NO.: HIPO003

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 March, 2009, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Hilex Poly Co. LLC ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of February 1, 2006, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February 18, 2009, 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 Grokulska

Name: SUSAN GROKULSKY  
ASSISTANT DIRECTOR

Title: OF DOCUMENTATION

Executed on this 10<sup>th</sup> day of March, 2009.

[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 10<sup>th</sup> day of March, 2009.

[Signature]  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)



**LESSEE:**

HILEX POLY CO. LLC

**ATTEST:**

By: [Signature]  
Name: David Pilling  
Title: Sourcing Manager

By: [Signature]  
Name: Derek Gaudy  
Title: VP, Supply Mgmt

Executed on this 3rd day of March, 2009.

[CORPORATE SEAL]

STATE OF South Carolina  
COUNTY OF Wilmington

I, BT Frotten, a Notary Public of the County and State aforesaid, certify that Derek Gaudy 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 3 day of March, 2009.

[Signature]  
Notary Public My Commission Expires  
March 19, 2017

Commission Expires:  
March 19, 2017  
(Notary Public)

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

**NUMBER OF CARS:** Ten (10)

**DESCRIPTION OF CARS:** 100-ton, 5250 cu. ft. capacity covered hopper cars with 20" round hatches and pneumatic outlets, and 268 GRL.

**CAR NUMBERS:**

NDYX 879101  
NDYX 879102  
NDYX 879110  
NDYX 879117  
NDYX 879118  
NDYX 879121  
NDYX 879127  
NDYX 879129  
NDYX 879141  
NDYX 879150  
Count: 10