

FEB 17 '10

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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
www.firstunionrail.com



February 11, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

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 January 13, 2010, 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
One O'Hare Centre
6250 N. River Road, Suite 5000
Rosemont, IL 60018

Lessee: Composite Technologies Co., LLC
401 N. Keowee Street
Dayton, OH 45404

A description of the railroad equipment covered by the enclosed document is for four (4) 5851 cu. ft. capacity covered hopper cars; having FURX and TQEX 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,

A handwritten signature in black ink, appearing to read "Marcia Dunne". The signature is fluid and cursive, written over a horizontal line.

Marcia Dunne
Senior Rail Documentation Specialist

Enclosure

(COTE001)

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ASSGN. NO.: COTE001

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 13TH day of JANUARY, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Composite Technologies Co., LLC ("Lessee"), a LLC corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of JANUARY 13, 2010, 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 September 1, 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
Title: VICE PRESIDENT SALES & MARKETING

ATTEST:

By: K.A. Samborski

Name: K.A. Samborski

Title: DIRECTOR OF DOCUMENTATION Executed on this 25th day of January, 2010.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, 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 25th day of January, 2010.

Susan Grokulska
Notary Public

My Commission Expires:

8-14-2012
(Notary Public)



LESSEE:

COMPOSITE TECHNOLOGIES CO., LLC

ATTEST:

By: DARIN HOOPS

Name: [Signature]

Title: CONTROLLER

By: _____

Name: _____

Title: _____

Executed on this 13th day of JAN, 2010.

[CORPORATE SEAL]

STATE OF Ohio

COUNTY OF Montgomery

I, Pamela Schlemmer, a Notary Public of the County and State aforesaid, certify that Darin Hoops 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 13th day of January, 2010

[Signature]
Notary Public

Commission Expires:

PAMELA K. SCHLEMMER
Notary Public - Ohio
(Notary Public)
My Commission Expires May 21, 2014

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Four (4)

DESCRIPTION OF CARS: 5851 cubic foot capacity plastic pellet covered hopper Cars, lined,
286,000 lbs TWR.

CAR NUMBERS:

FURX 870008

FURX 870098

FURX 870353

TQEX 058056