

27805-D

NOV 22 '10 4 47 PM

SURFACE TRANSPORTATION BOARD

# FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

NOV 22 2010 VIA UPS 2<sup>nd</sup> DAY AIR  
November 18, 2010

Chief, Section of Administration  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20024  
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 October 28, 2010, 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 27805. The names and addresses of the parties to the enclosed document are:

**Lessor:** First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

**Lessee:** Penguin Logistics LLC d/b/a MHF Services  
4500 Brooktree Road  
Suite 200  
Wexford, PA 15090

A description of the railroad equipment covered by the enclosed document is for thirty four (34) gondola cars having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease Agreement**

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  
Senior Rail Documentation Specialist

Enclosures

(PELO002)

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ASSIGN. NO. PELO002

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 28<sup>th</sup> day of October, 2010 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Penguin Logistics LLC. d/b/a MHF Services ("Lessee"), a Delaware limited liability company.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 7, 2008, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4 the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 12, 2010 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

ATTEST:

By: Richard F. Seymiller

Name: RICHARD F. SEYMILLER

Title: VICE PRESIDENT SALES & MARKETING

By: Susan Grokulska

Name: SUSAN GROKULSKY  
ASSISTANT DIRECTOR

Title: OF DOCUMENTATION

Executed on this 28<sup>th</sup> day of October 2010.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBLBERGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMILLER 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 28<sup>th</sup> day of October 2010.

Georgia Freiblberger  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)



**LESSEE:**

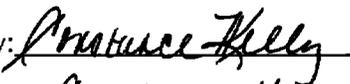
PENGUIN LOGISTICS LLC

By: 

Name: JARED STANGO

Title: CEO

**ATTEST:**

By: 

Name: Constance Kelly

Title: Acctg Mgr

Executed on this 19<sup>th</sup> day of OCT, 2010.

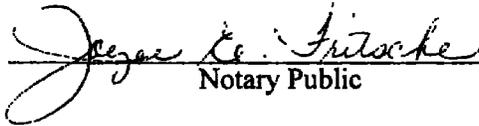
[CORPORATE SEAL]

STATE OF Pennsylvania

COUNTY OF Lawrence

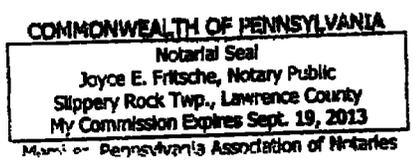
I, Joyce E. Fritsche, a Notary Public of the County and State aforesaid, certify that Jared Stango personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19<sup>th</sup> day of Oct., 2010.

  
Notary Public

Commission Expires:

9.19 2013  
(Notary Public)



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

NUMBER OF CARS:           Thirty-four (34)

DESCRIPTION OF CARS:    110-ton, 2743 cubic foot capacity mill gondola railcars, 52'06" in length with  
5' 06" side height and 286,000 lbs. GWR.

CAR NUMBERS:

FURX 320100  
FURX 320350  
FURX 320354  
FURX 320370  
FURX 320386  
FURX 320388  
FURX 320393  
FURX 320396  
FURX 320673  
FURX 320994  
FURX 320996  
FURX 321075  
FURX 321579  
FURX 321781  
FURX 321850  
FURX 321876  
FURX 321894  
FURX 321977  
FURX 321988  
FURX 322003  
FURX 322013  
FURX 322020  
FURX 322061  
FURX 322066  
FURX 322140  
FURX 322179  
FURX 322200  
FURX 322242  
FURX 322254  
FURX 322270  
FURX 322272  
FURX 322275  
FURX 322277  
FURX 322287  
Count:           34