

RECORDATION NO. 29561 FILED

DEC 3 10 10 42 AM

SURFACE TRANSPORTATION BOARD

DEC 3 2010

FIRST UNION RAIL

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

December 1, 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 August 12, 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 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Kerneos Inc.
1316 Priority Lane
Chesapeake, VA 23324

A description of the railroad equipment covered by the enclosed document is for five (5) covered hopper cars; having NAHX marks to be remarked to FURX (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

Enclosure

(KEIN002)

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ASSGN. NO.: KEIN002

MEMORANDUM OF LEASE

SURFACE MINORATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 12th day of August 12, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Kerneos Inc. ("Lessee"), a Virginia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 12, 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 June 1, 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

By: Richard F. Seymour

Name: _____

Title: _____

ATTEST:

By: K.A. Dombranski

Name: K.A. Dombranski

Title: DIRECTOR OF DOCUMENTATION

Executed on this 11th day of November, 2010.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, Janice L. Enolva, 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.

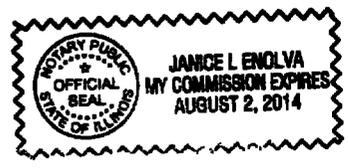
WITNESS my hand and official stamp or seal, this 11th day of November, 2010.

Janice L. Enolva
Notary Public

My Commission Expires:

8-2-2014

(Notary Public)



LESSEE:

KERNEOS INC.

ATTEST:

By: Joyce M. Kupetz

Name: Joyce M Kupetz

Title: Supply Chain Manager

By: _____

Name: _____

Title: _____

Executed on this 12th day of August, 2010.

[CORPORATE SEAL]

STATE OF Virginia

COUNTY OF Chesapeake

I, Christine A. Lytle, a Notary Public of the County and State aforesaid, certify that Joyce M. Kupetz 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 day of August, 2010.

Christine A. Lytle
Notary Public

Commission Expires:

10-31-2011

(Notary Public)

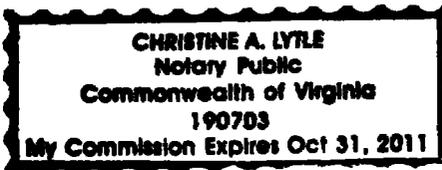


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Five (5)

DESCRIPTION OF CARS: 3915 cubic foot capacity, Pressure Differential Covered Hopper Cars with 263,000 TWR (Car Type: C612).

CAR NUMBERS:

<u>CAR</u> <u>INITIAL</u>	<u>CAR</u> <u>NUMBER</u>	<u>NEW</u> <u>INITIAL</u>	<u>NEW</u> <u>CAR</u> <u>NUMBER</u>
NAHX	099790	FURX	892338
NAHX	099881	FURX	892355
NAHX	099932	FURX	892366
NAHX	099937	FURX	892357
NAHX	099940	FURX	892367