



Mitsui Rail Capital, LLC
71 South Wacker Drive
Suite 1800
Chicago, Illinois 60606

Main (312) 803-8880
Fax (312) 803-8890

February 8, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

RECORDATION NO. 29638 FILED

FEB 08 11 -4 53 PM

SURFACE TRANSPORTATION BOARD

Dear Section Chief:

Please find attached one (1) copy of a Memorandum of Full Service Lease Agreement dated December 21, 2010 between the following parties:

Lessor: Mitsui Rail Capital, LLC
71 S. Wacker Drive, Suite 1800
Chicago, IL 60606

Lessee: ProTrade Transportation Services, Ltd.
5700 Darrow Road, Suite 114
Hudson, OH 44236

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

14 railcars: MBKX 286528, MBKX 286535, MBKX 286542 - MBKX 286544, MBKX 286561, MBKX 286563, MBKX 286569, MBKX 286571, MBKX 286589, MBKX 286605, MBKX 286612, MBKX 286618, MBKX 286623.

This filing is to appear in the index as follows: Memorandum of Lease Agreement.

Please file this as a primary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

/s/ Christine Peterson

Christine Peterson
Contract Administrator/Paralegal

Enclosure

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF FULL SERVICE LEASE AGREEMENT
BETWEEN
MITSUI RAIL CAPITAL, LLC
("LESSOR")**

AND

**PROTRADE TRANSPORTATION SERVICES, LTD.
("LESSEE")**

DECEMBER 21, 2010

This Memorandum of Full Service Lease Agreement is made and entered into as of December 21, 2010 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("Lessor") and ProTrade Transportation Services, Ltd., an Ohio limited liability company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor fourteen (14) 1997 Thrall built 52'6" Mill Gondola Railcars bearing marks and numbers as follows:

See Exhibit 1 attached hereto

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

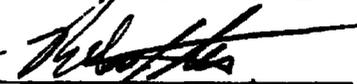
LESSOR:

MITSUI RAIL CAPITAL, LLC

By: 
Print Name: John O'Bryan
Title: President

LESSEE:

PROTRADE TRANSPORTATION SERVICES, LTD

By: 
Print Name: Robert Salsitz
Title: VP

STATE OF ILLINOIS

COUNTY OF COOK

On this 8th day of January, 2011, before me personally appeared John O'Bryan, to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Christie C Peterson
NOTARY PUBLIC

My commission expires: July 7, 2012



STATE OF OHIO

COUNTY OF SUMMIT

On this 4th day of JAN, 2011, before me personally appeared Robert Salsitz, to me personally known, who being by me duly sworn, says that he is the V.P. of ProTrade Transportation Services, Ltd. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Kim Sanders
NOTARY PUBLIC

My commission expires:

**KIM SANDERS, Notary Public
Residence - Medina County
Statewide Jurisdiction - Ohio
My Commission Expires Jan. 29, 2011**

EXHIBIT 1
CAR MARKS AND NUMBERS

<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	MBKX	286528
2	MBKX	286535
3	MBKX	286542
4	MBKX	286543
5	MBKX	286544
6	MBKX	286561
7	MBKX	286563
8	MBKX	286569
9	MBKX	286571
10	MBKX	286589
11	MBKX	286605
12	MBKX	286612
13	MBKX	286618
14	MBKX	286623