

RECORDATION NO. 20992-J FILED

FEB 23 '11 -11 53 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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



Chief Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, 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 13, 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 20992.

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

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

Lessee: AT & T Railroad Company
505 W. Main Street
Watonga, OK 73772

A description of the railroad equipment covered by the enclosed document is one hundred (100) covered hopper cars; having NOKL 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

(ATLT014)

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ASSGN. NO. ATLT014

SUBJECT: TRANSFERRATION BOARD

MEMORANDUM OF LEASE

13th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 13th day of October, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and A T & L Railroad Company, Inc. ("Lessee"), an Oklahoma corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 13 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 13, 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: [Signature]
Name: K.A. Dombrowski
Title: DIRECTOR OF DOCUMENTATION

By: [Signature]
Name: _____
Title: _____

Executed on this 13th day of Oct, 2010

[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 due execution of the foregoing Memorandum of Lease;

WITNESS my hand and official stamp or seal, this 13th day of October, 2010.

[Signature]
Notary Public

My Commission Expires:
6-2012
(Notary Public)



LESSEE:

A I & L RAILROAD COMPANY, INC.

By: Mike Mahoney

Name: Mike Mahoney

Title: President

ATTEST:

By: Richard M. Cowan

Name: Richard M. Cowan

Title: Secretary

Executed on this 30 day of September, 2010.

[CORPORATE SEAL] No Seal

STATE OF Oklahoma

COUNTY OF Blaine

I, Jane McCrary, a Notary Public of the County and State aforesaid, certify that Mike Mahoney 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 30th day of September, 2010.

Jane McCrary
Notary Public

Commission Expires:
Comrr. # 01011505
Expires 7-19-2013
(Notary Public)

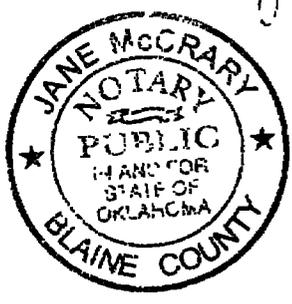


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred (100)

DESCRIPTION OF CARS: 4750 cu. ft. capacity Covered Hopper Cars, non-lined.
263,000/268,000 GRL (AAR Car Type: C113)

CAR NUMBERS:

NOKL 820782	NOKL 822377	NOKL 827003	NOKL 830736
NOKL 820793	NOKL 822431	NOKL 827039	NOKL 830740
NOKL 820799	NOKL 822472	NOKL 827052	NOKL 830796
NOKL 820889	NOKL 822755	NOKL 827080	NOKL 830855
NOKL 821441	NOKL 822846	NOKL 827500	NOKL 830865
NOKL 821457	NOKL 822870	NOKL 827585	NOKL 831204
NOKL 821458	NOKL 822876	NOKL 827704	NOKL 832072
NOKL 821465	NOKL 822905	NOKL 827741	NOKL 832090
NOKL 821480	NOKL 822911	NOKL 827961	NOKL 832148
NOKL 821497	NOKL 823030	NOKL 827997	NOKL 832301
NOKL 821509	NOKL 823675	NOKL 828044	NOKL 832708
NOKL 821510	NOKL 823677	NOKL 828495	NOKL 832999
NOKL 821515	NOKL 823819	NOKL 828942	NOKL 833137
NOKL 821516	NOKL 823911	NOKL 829850	NOKL 833309
NOKL 821905	NOKL 824019	NOKL 829861	NOKL 833319
NOKL 821958	NOKL 824256	NOKL 829877	NOKL 833338
NOKL 821970	NOKL 824502	NOKL 830003	NOKL 833419
NOKL 822042	NOKL 824504	NOKL 830026	NOKL 839032
NOKL 822067	NOKL 824551	NOKL 830028	NOKL 839054
NOKL 822124	NOKL 826010	NOKL 830032	NOKL 839059
NOKL 822131	NOKL 826129	NOKL 830034	NOKL 839202
NOKL 822164	NOKL 826662	NOKL 830287	NOKL 839272
NOKL 822166	NOKL 826757	NOKL 830320	NOKL 839360
NOKL 822187	NOKL 826770	NOKL 830327	NOKL 839362
NOKL 822372	NOKL 826819	NOKL 830642	NOKL 839462