

RECORDATION # 29563-B FILED

DEC 13 2011 -2 46 PM

STATIONED IN THE OFFICE OF THE CLERK

# FIRST UNION RAIL

One O'hare Centre  
6250 River Rd, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

VIA UPS 2<sup>nd</sup> DAY AIR

December 13, 2011

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 one (1) original and two (2) copies 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 29563.

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: Thermo Fluids Inc.  
8925 East Pima Center Parkway  
Scottsdale, AZ 85258

A description of the railroad equipment covered by the enclosed document is for two (2) tank 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

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

(THFL003)

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ASSGN. NO.: THFL003

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD *gna*

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 28 day of October 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and THERMO FLUIDS INC. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 18, 2010, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 28, 2011, 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: VICE PRESIDENT SALES & MARKETING

ATTEST:

By: Janica Endva

Name: Janica Endva

Title: Manager of Documentation

Executed on this 28<sup>th</sup> day of October, 2011.

[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/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28<sup>th</sup> day of October, 2011.

Georgia Freiburger  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)



LESSEE:

THERMO FLUIDS INC.

ATTEST:

By: Ted Sinclair

Name: TED SINCLAIR

Title: COO

By: Joni Lawrence

Name: JONI LAWRENCE

Title: Contracts & Procurement Manager

Executed on this 21<sup>st</sup> day of Sept., 2011.

[CORPORATE SEAL]

STATE OF Arizona

COUNTY OF Maricopa

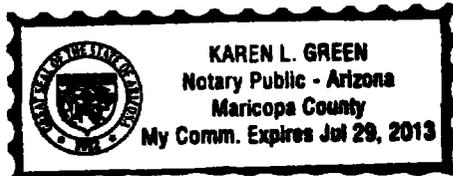
I, Karen L. Green, a Notary Public of the County and State aforesaid, certify that Ted Sinclair personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21<sup>st</sup> day of Sept., 2011.

Karen L. Green  
Notary Public

Commission Expires:

July 29, 2013  
(Notary Public)



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

NUMBER OF CARS: Two (2)

DESCRIPTION OF CARS: Tank Cars.

CAR NUMBERS: FURX 123309 and FURX 123327