

APR 10 '12 -10 58 AM

SURFACE TRANSPORTATION BOARD

## 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

April 5, 2012

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 March 12, 2012, 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: VicNRG, LLC  
1670 Keller Parkway  
Suite 247  
Keller, TX 76248

A description of the railroad equipment covered by the enclosed document is for six (6) 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 Documentation Specialist

Enclosure

(VICN001/A)

ASSGN. NO.:VICN001-001A

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MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 12 day of MARCH, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and VicNRG, LLC ("Lessee"), a Texas limited liability company.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of MARCH 12, 2012, 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 MARCH 12, 2012, 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: RICHARD F. SEYMOUR  
Title: VICE PRESIDENT SALES & MARKETING

ATTEST:

By: Susan Grokulska  
Name: SUSAN GROKULSKY  
Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 15<sup>th</sup> day of March, 2012

[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 15<sup>th</sup> day of March, 2012.

Georgia Freiburger  
Notary Public

My Commission Expires:  
6-2012  
(Notary Public)



LESSEE:

VICNRG, LLC

ATTEST:

By: [Signature]

Name: THOMAS F. PIGNON

Title: MANAGING MEMBER

By: [Signature]

Name: RANVIE R. GARCIA

Title: OPERATIONS MANAGER

Executed on this 12 day of MARCH, 2012.

[CORPORATE SEAL]

STATE OF TEXAS

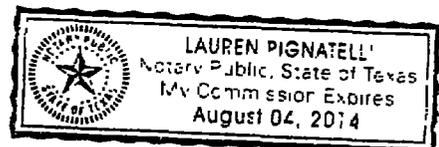
COUNTY OF Tarrant

I, Lauren Pignatelli, a Notary Public of the County and State aforesaid, certify that Tom Pagnin 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 March, 2012.

Lauren Pignatelli  
Notary Public

Commission Expires:  
8-04-2014  
(Notary Public)



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

**NUMBER OF CARS:**           **Six (6)**

**DESCRIPTION OF CARS:**   **Tank Cars**

**CAR NUMBERS:**

**FURX 130157**  
**FURX 130160**  
**FURX 130167**  
**FURX 130173**  
**FURX 130174**  
**FURX 130175**