

ALVORD AND ALVORD SURFACE TRANSPORTATION BOARD

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OF COUNSEL
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December 21, 2012

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

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of August 31, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: Ralco LLC
834 Hermitage Ave.
Chicago, IL 60622

[Lessee: San Luis Central Railroad Company
8600 West Bryn Mawr Avenue
Suite 500 N
Chicago, IL 60631]

Chief, Section of Administration
December 21, 2012
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A description of the railroad equipment covered by the enclosed document is:

55 refrigerator cars within the series RWIX 74001 - RWIX 74111 (formerly AMTK 74001 - AMTK 74111) as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a checkmark to the left of the name.

✓ Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE
SURFACE TRANSPORTATION BOARD
Dated as of August 31, 2012

This MEMORANDUM OF LEASE (this "Memorandum") is intended to evidence the Lease dated August 31, 2012, between Ralco, LLC of 834 Hermitage Ave, Chicago, IL 60622 ("Lessor") and The San Luis Central Railroad Company of 8600 West Bryn Mawr Avenue, Suite 500N, Chicago, IL 60631 ("Lessee") pursuant to which Lessor has leased to Lessee the railcars specified on Schedule 1 hereto (the "Cars").

This Memorandum is executed for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board ("STB") under 49 U.S.C. Section 11301 and with the Registrar General of Canada under applicable law.

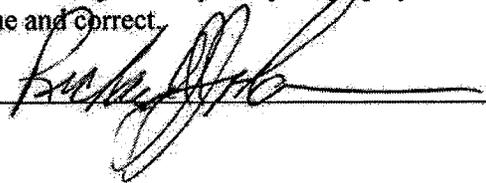
IN WITNESS WHEREOF, the undersigned, as Lessor under the Lease has caused this Memorandum to be executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below their signatures.

LESSOR:
Ralco, LLC

By: Richard J. Johannes
Title: Vice President - Member

I, Richard J. Johannes, certify that I am a Vice President - Member of Ralco, LLC, that this Memorandum of Lease was signed on behalf of the Lessor with due authorization and that the execution of this instrument was the free act and deed of the Lessor. I further certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Signature



**Schedule 1 to
Memorandum of Lease**

The Cars:

Fifty Five (55) Mechanical Refrigerator Cars categorized as AAR Car Type Code R360 with the following marks:

	<u>Old</u>		<u>New</u>	
	<u>Mark</u>	<u>Number</u>	<u>Mark</u>	<u>Number</u>
1	AMTK	74001	RWIX	74001
2	AMTK	74005	RWIX	74005
3	AMTK	74006	RWIX	74006
4	AMTK	74007	RWIX	74007
5	AMTK	74008	RWIX	74008
6	AMTK	74012	RWIX	74012
7	AMTK	74020	RWIX	74020
8	AMTK	74021	RWIX	74021
9	AMTK	74024	RWIX	74024
10	AMTK	74025	RWIX	74025
11	AMTK	74027	RWIX	74027
12	AMTK	74031	RWIX	74031
13	AMTK	74033	RWIX	74033
14	AMTK	74035	RWIX	74035
15	AMTK	74036	RWIX	74036
16	AMTK	74037	RWIX	74037
17	AMTK	74038	RWIX	74038
18	AMTK	74040	RWIX	74040
19	AMTK	74042	RWIX	74042
20	AMTK	74043	RWIX	74043
21	AMTK	74047	RWIX	74047
22	AMTK	74049	RWIX	74049
23	AMTK	74050	RWIX	74050
24	AMTK	74054	RWIX	74054
25	AMTK	74057	RWIX	74057
26	AMTK	74058	RWIX	74058
27	AMTK	74059	RWIX	74059
28	AMTK	74060	RWIX	74060
29	AMTK	74061	RWIX	74061
30	AMTK	74063	RWIX	74063
31	AMTK	74065	RWIX	74065
32	AMTK	74068	RWIX	74068
33	AMTK	74069	RWIX	74069

34	AMTK	74071	RWIX	74071
35	AMTK	74073	RWIX	74073
36	AMTK	74074	RWIX	74074
37	AMTK	74075	RWIX	74075
38	AMTK	74076	RWIX	74076
39	AMTK	74077	RWIX	74077
40	AMTK	74078	RWIX	74078
41	AMTK	74080	RWIX	74080
42	AMTK	74081	RWIX	74081
43	AMTK	74083	RWIX	74083
44	AMTK	74085	RWIX	74085
45	AMTK	74086	RWIX	74086
46	AMTK	74087	RWIX	74087
47	AMTK	74091	RWIX	74091
48	AMTK	74092	RWIX	74092
49	AMTK	74094	RWIX	74094
50	AMTK	74097	RWIX	74097
51	AMTK	74099	RWIX	74099
52	AMTK	74104	RWIX	74104
53	AMTK	74105	RWIX	74105
54	AMTK	74106	RWIX	74106
55	AMTK	74111	RWIX	74111

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/21/12

Edward M Luria

Edward M. Luria