

RECORDATION NO. 30605 FILED

JAN 04 '13 -4 30 PM

**SURFACE TRANSPORTATION BOARD**

## FIRST UNION RAIL

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

Tel 847 318.7575  
Fax 847 318 7588  
[www.firstunionrail.com](http://www.firstunionrail.com)

*Via UPS NEXT DAY AIR*

January 3, 2013

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 December 5, 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 Gulf Hydrocarbon Partners, Ltd.  
12455 Westpark Dr G6  
Houston, TX 77082

A description of the railroad equipment covered by the enclosed document is for four (4) tank cars, having FURX and NDYX 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 \$42.00 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

(GUILY001)

JAN 04 '13 - 4 30 PM

ASSGN NO GUTY001

MEMORANDUM OF LEASE

~~SURFACE TRANSPORTATION BOARD~~

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 5<sup>th</sup> day of December, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Gulf Hydrocarbon Partners, Ltd. ("Lessee") a Texas limited partnership

WITNESSETH.

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 29, 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 December 5, 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

ATTEST

By: [Signature]

Name RICHARD E. SEYMOUR  
Title VICE PRESIDENT SALES & MARKETING

By: [Signature]  
Name GEORGIA TREBURGER

Title MGR. OF DOCUMENTATION Executed on this 5<sup>th</sup> day of December, 2012

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Cook

I, Janice L. Enolva 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 5<sup>th</sup> day of December, 2012

[Signature]  
Notary Public

My Commission Expires

8-2-2014  
(Notary Public)



LESSEE.

GULF HYDROCARBON PARTNERS LTD

ATTEST

By

*[Signature]*

Name

J. TOE M. STEAD

Title

SALES REP, Hyper-fuels

By

*[Signature]*

Name

ROLAND JIMENEZ

Title

CFO

Executed on this

3

day of

December 2012

[CORPORATE SEAL]

STATE OF

Texas

COUNTY OF

Harris

I Dawn Marie Mitchell, a Notary Public of the County and State aforesaid, certify that Roland Jimenez, 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 3<sup>rd</sup> day of December 2012

*[Signature]*  
Notary Public

Commission Expires

1-14-15

(Notary Public)

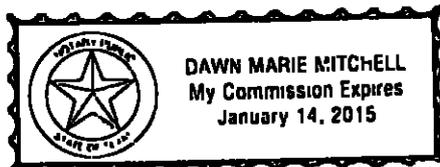
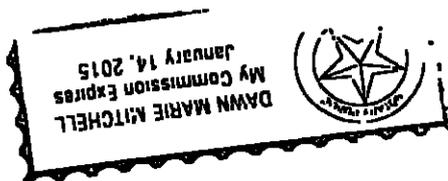


EXHIBIT A  
to  
MEMORANDUM OF LEASE

- |     |                     |   |
|-----|---------------------|---|
| I   | NUMBER OF CARS      | Four (4)  |
| II  | DESCRIPTION OF CARS | Tank Cars   |
| III | CAR NUMBERS         | FURN 123025, NDYX 123001, NDYX 123003, NDYX 123004. |