

RECORDATION NO. 22145-AA FILED

MAR 16 '10 -11 48 AM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

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

Tel 847 318 7575
Fax 847 318 7588

March 12, 2010

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 February 15, 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 22145

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

<p>Lessor First Union Rail Corporation One O'Hare Centre 6250 N River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee Southwest Rail Industries, Inc 501 South East Street Weimar, TX 78962</p>
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A description of the railroad equipment covered by the enclosed document is for four (4) 5851 cu ft capacity, plastic pellet covered hopper cars, marked FURX 870015, FURX 870026, FURX 870331 and FURX 870398.

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

Very truly yours,

Marcia Dunne
Senior Documentation Specialist

Enclosures

(SR11038)

ASSGN. NO. SRII038

MAR 16 '10 -11 48 AM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 15th day of February, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Southwest Rail Industries, Inc. ("Lessee"), a Texas corporation.

STATE OF ILLINOIS TRANSPORTATION BOARD

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of June 1, 1993 as amended and assigned thereto, whereby Lessor has agreed to lease to Lessee a certain railcar pursuant to Rider No. 30 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February 3, 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 Richard F. Seymour

Name: RICHARD F SEYMOUR
VICE PRESIDENT SALES & MARKETING

Title: _____

By: Susan Grokulska

Name: SUSAN GROKULSKY
ASSISTANT DIRECTOR

Title: OF DOCUMENTATION

Executed on this 15th day of February 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 15th day of February 2010.

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

SOUTHWEST RAIL INDUSTRIES, INC

By: *Jason F. Hoeft*

Name: *Jason F. Hoeft*

Title: *Vice President*

ATTEST

By: *Chris Garmoe*

Name: *Chris Garmoe*

Title: *President*

Executed on this 9 day of Feb, 2010.

[CORPORATE SEAL]

STATE OF *Texas*

COUNTY OF *Colorado*

I, *Nancy Bittner*, a Notary Public of the County and State aforesaid, certify that *JASON HOEFTE* 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 9th day of February, 2010

Nancy Bittner
Notary Public

Commission Expires:
4-26-2010
(Notary Public)

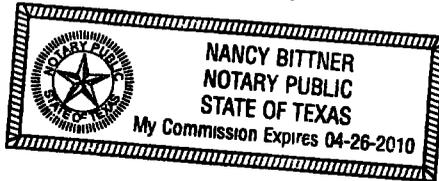


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Four (4)

DESCRIPTION OF CARS: 5851 cu ft capacity, lined, plastic pellet covered hopper Cars
with 286,000 lbs GRL (Car Type C214)

CAR NUMBERS

FURX 870015
FURX 870026
FURX 870331
FURX 870398

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LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

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

Executed on this 15th day of February 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 15th day of February 2010

Georgia Freiburger
Notary Public

My Commission Expires:

6-2010
(Notary Public)



LESSEE:

SOUTHWEST RAIL INDUSTRIES, INC.

By *Jason F. Heble*

Name: *Jason F. Heble*

Title: *Vice President*

ATTEST:

By: *Chris Gammage*

Name: *Chris Gammage*

Title: *President*

Executed on this *9* day of *Feb*, *2010*

[CORPORATE SEAL]

STATE OF *Texas*

COUNTY OF *Colorado*

I, *Nancy Bittner*, a Notary Public of the County and State aforesaid, certify that *JASON HUELTE* 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 *9th* day of *February*, *2010*

Nancy Bittner
Notary Public

Commission Expires:
4-26-2010
(Notary Public)

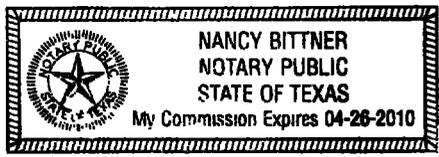


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LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT

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

Executed on this 15th day of February 2010

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

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WITNESS my hand and official stamp or seal, this 15th day of February 2010.

Georgia Freiburger
Notary Public

My Commission Expires
6-2012
(Notary Public)



LESSEE:

SOUTHWEST RAIL INDUSTRIES, INC

By: [Signature]
Name Jason F. Hoeft
Title Vice President

ATTEST

By [Signature]
Name Chris Gamble
Title President

Executed on this 9 day of Feb, 2010

[CORPORATE SEAL]

STATE OF Texas
COUNTY OF Colorado

I, [Signature] a Notary Public of the County and State aforesaid, certify that JASON HOEFT 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 9th day of February, 2010

[Signature]
Notary Public

Commission Expires:
4-26-2010
(Notary Public)

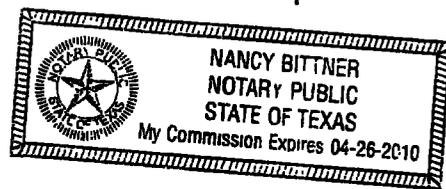


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