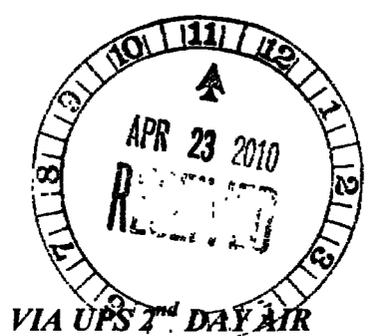


RECORDATION NO. 22145-BB FILED

APR 26 '10 -11 35 AM

SURFACE TRANSPORTATION BOARD



April 21, 2010

FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588

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 April 6, 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:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N. River Road, Suite 5000
Rosemont, IL 60018

Lessee: Southwest Rail Industries, Inc.
501 South East Street
Weimar, TX 78962

A description of the railroad equipment covered by the enclosed document is for eighteen (18) 5150 cu. ft. capacity, covered hopper 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

Enclosures

(SRII039)

APR 26 '10 -11 35 AM

ASSGN. NO. SRII039

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6th day of April, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Southwest Rail Industries, Inc. ("Lessee"), a Texas corporation.

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. 31 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 29, 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 E SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

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

Executed on this 6th day of April, 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 6th day of April, 2010.

Georgia Freiburger
Notary Public

My Commission Expires:
6-5-2012
(Notary Public)



LESSEE:

SOUTHWEST RAIL INDUSTRIES, INC.

By: *Jason F. Huette*
Name: Jason F. Huette
Title: Vice President

ATTEST:

By: *Chris Garmoe*
Name: Chris Garmoe
Title: President

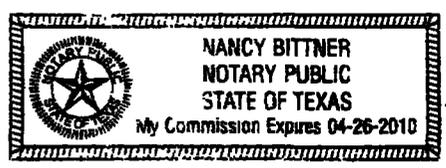
Executed on this 31 day of March, 2010.

[CORPORATE SEAL]

STATE OF Texas
COUNTY OF Colorado

I, Nancy Bittner, a Notary Public of the County and State aforesaid, certify that Jason F. Huette 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 31 day of March, 2010



Nancy Bittner
Notary Public

Commission Expires:
04-26-2010
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Eighteen (18)

DESCRIPTION OF CARS: 5150 cu. ft. capacity 1996 built covered hopper Cars with
286,000 lbs GRL. (Car Type: C114).

CAR NUMBERS:

FURX 840803
FURX 840805
FURX 840810
FURX 840820
FURX 840827
FURX 840852
FURX 840857
FURX 840869
FURX 840885
FURX 842876
FURX 842913
FURX 842921
FURX 842956
FURX 845417
FURX 845418
FURX 845442
FURX 845445
FURX 845454