

RECORDATION NO. 29332 FILED

JUN 30 '10 -4 08 PM

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

VIA UPS 2nd DAY AIR

June 28, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

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 May 20, 2010 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	Lessee:	I.C.E. Service Group, Inc.
	One O'Hare Centre		192 Ohio River Blvd.
	6250 N River Road, Suite 5000		Suite 100
	Rosemont, IL 60018		Ambridge, PA 15003

A description of the railroad equipment covered by the enclosed document is for six (6) 25,493 gallon capacity 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,

A handwritten signature in black ink, appearing to read 'Marcia Dunne'.

Marcia Dunne
Senior Documentation Specialist

Enclosure

(ICES002)

JUN 30 '10 -4: 08 PM.

ASSGN. NO.: ICES002

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 20th day of May, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and I.C.E. Service Group, Inc. ("Lessee"), a Pennsylvania corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 29, 2008, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 20, 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MARKETING

Title: _____

ATTEST:

By: Janice Enolia

Name: JANICE ENOLIA

Title: MANAGER OF DOCUMENTATION

Executed on this 20th day of May, 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/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20th day of May, 2010.

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

I.C.E. SERVICE GROUP, INC.

ATTEST:

By: [Signature]

Name: Stephen Lipecky

Title: 70 Sr. Program Manager

By: _____

Name: _____

Title: _____

Executed on this 28th day of April, 2010.

[CORPORATE SEAL]

STATE OF Pennsylvania
COUNTY OF Allegheny

I, ROBERT L. FORD, a Notary Public of the County and State aforesaid, certify that Stephen Lipecky 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 28 day of April, 2010.
Robert L. Ford
Notary Public

Commission Expires District Judge
Robert L. Ford
Magisterial District 05-3-02
My Commission Expires on the
(Notary Public)
First Monday in January 2012

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Six (6)

DESCRIPTION OF CARS: 25,493 gal. capacity tank cars, DOT111A100W1, fiberglass insulated and exterior coiled with a 263,000 lbs TWR.

CAR NUMBERS:

FURX 125629
FURX 125635
FURX 125637
FURX 125647
FURX 125712
FURX 125691
Count: 6