

RECORDATION NO. 29129-A FILED

AUG 02 '10 -3 28 PM

SURFACE TRANSPORTATION BOARD

JUL 30 2010

RECEIVED

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

July 29, 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 June 2, 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 primary Recordation Number 29129.

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: Wilson Industrial Sales Company, Inc.
201 South Wilson Street
Brook, IN 47922

A description of the railroad equipment covered by the enclosed document is for three (3) 4550/4650 cubic foot capacity; lined 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

(WIIN002)

ASSGN. NO.: WIIN002

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 2nd day of June, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Wilson Industrial Sales Company, Inc. ("Lessee"), an Indiana corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 6, 2010, 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 June 2, 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

Title: _____

ATTEST:

By: Susan Grokulsky

Name: SUSAN GROKULSKY

Title: ASSISTANT DIRECTOR

Title: OF DOCUMENTATION

Executed on this 1st day of July, 2010.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

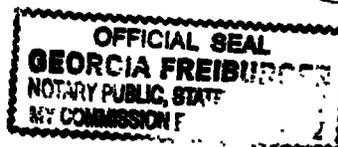
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1st day of July, 2010.

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

WILSON INDUSTRIAL SALES COMPANY, INC.

ATTEST:

By: *Jeff Vissering*
Name: Jeff Vissering
Title: Bus Mgr.

By: *Stephen M. Hufnagel*
Name: Stephen M. Hufnagel
Title: Transportation Manager

Executed on this 2nd day of June, 2010.

[CORPORATE SEAL]

STATE OF INDIANA
COUNTY OF JASPER

I, SHANNON SHANLEY, a Notary Public of the County and State aforesaid, certify that JEFF VISSERING / STEVE HUFNAGEL 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 2ND day of JUNE, 2010.

Shannon K Shanley
Notary Public

Commission Expires:
4-18-18
(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Three (3)

DESCRIPTION OF CARS: 4550/4650 cubic foot capacity, lined covered hopper Cars with gravity-discharge gates, trough hatches and gross rail load of 263,000 lbs.

CAR NUMBERS:

NDYX 814237

NDYX 814239

NDYX 814241