

RECORDATION NO. 29465 FILED

SEP 10 '10 -8 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

September 10, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of August 31, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor. GATX Third Aircraft Corporation
222 West Adams Street
Chicago, IL 60606-5312

Lessee: Environmental Protection & Improvement Company
1800 Bering Drive, Suite 1000
Houston, TX 77057

Section Chief
September 10, 2010
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A description of the railroad equipment covered by the enclosed document is:

197 railcars: EPIX 91491 - EPIX 91540 and within the series EPIX 91003 - EPIX 91154 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

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 stamped copies of the enclosed document to the undersigned

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

SEP 10 '10 -8 00 AM

MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of August 31, 2010, between GATX THIRD AIRCRAFT CORPORATION ("Lessor"), 222 West Adams Street, Chicago, IL 60606-5312, and ENVIRONMENTAL PROTECTION & IMPROVEMENT COMPANY, LLC ("Lessee"), 1800 Bering Drive, Suite 1000, Houston, TX 77057, with reference to the following:

- 1 Pursuant to that certain Equipment Master Lease Agreement dated as of October 1, 2000 between Lessor and Lessee, and Supplement No. 2 thereunder (collectively, the "Lease Documents"), Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit A attached hereto (the "Railcars").
2. The Lease Documents are effective as of August 31, 2010, and as of such date the Railcars are subject to the lease term and protective security interest as described in the Lease Documents.
3. This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

Signature Page Follows

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

GATX THIRD AIRCRAFT CORPORATION,
as Lessor.

By: Brooks A. Laudin
Name: Brooks A. Laudin
Title: Vice President

ENVIRONMENTAL PROTECTION &
IMPROVEMENT COMPANY, LLC,
as Lessee

By: _____
Name: _____
Title: _____

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On August 30, 2010 before me, Nicholette Maris, Notary Public, personally appeared Brooks A. Laudin, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

Witness my hand and official seal

Nicholette Maris
Notary Public
My Commission expires: May 17, 2011



IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

GATX THIRD AIRCRAFT CORPORATION,
as Lessor

By: _____
Name: _____
Title: _____

ENVIRONMENTAL PROTECTION &
IMPROVEMENT COMPANY, LLC,
as Lessee

By: Karl J. Scott
Name: Karl J. Scott
Title: Vice President & Assistant Secretary

STATE OF Texas)
) ss.
COUNTY OF Harris)

On this 7th day of September 2010, before me, Melisa Jacobs the undersigned Notary Public, personally appeared Karl J. Scott personally known to me to be the person who executed the within instrument as Vice President - Asst. Secretary on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.



Melisa Jacobs
Notary Public

My commission expires:

January 17, 2014

**EXHIBIT A
TO MEMORANDUM OF RAILCAR MASTER NET LEASE AGREEMENT**

DESCRIPTION OF RAILCARS AND REPORTING MARKS

Schedule A

One Hundred Forty-seven (147) 1991-built Light Capacity ABC Cars

<u>Car Mark Numbers</u>		<u>Car Mark Numbers</u>	
EPIX	91003	EPIX	91034
EPIX	91005	EPIX	91035
EPIX	91006	EPIX	91036
EPIX	91007	EPIX	91037
EPIX	91008	EPIX	91038
EPIX	91009	EPIX	91039
EPIX	91010	EPIX	91040
EPIX	91011	EPIX	91041
EPIX	91012	EPIX	91043
EPIX	91013	EPIX	91044
EPIX	91014	EPIX	91045
EPIX	91015	EPIX	91046
EPIX	91016	EPIX	91047
EPIX	91017	EPIX	91048
EPIX	91018	EPIX	91049
EPIX	91019	EPIX	91050
EPIX	91020	EPIX	91051
EPIX	91021	EPIX	91052
EPIX	91022	EPIX	91053
EPIX	91023	EPIX	91054
EPIX	91024	EPIX	91055
EPIX	91025	EPIX	91056
EPIX	91026	EPIX	91057
EPIX	91027	EPIX	91058
EPIX	91028	EPIX	91059
EPIX	91029	EPIX	91060
EPIX	91030	EPIX	91061
EPIX	91031	EPIX	91062
EPIX	91032	EPIX	91063
EPIX	91033	EPIX	91064

Car Mark Numbers

EPIX 91065
EPIX 91066
EPIX 91067
EPIX 91068
EPIX 91069
EPIX 91070
EPIX 91071
EPIX 91072
EPIX 91074
EPIX 91075
EPIX 91076
EPIX 91077
EPIX 91078
EPIX 91079
EPIX 91080
EPIX 91081
EPIX 91082
EPIX 91083
EPIX 91084
EPIX 91085
EPIX 91086
EPIX 91087
EPIX 91088
EPIX 91089
EPIX 91090
EPIX 91091
EPIX 91092
EPIX 91093
EPIX 91094
EPIX 91095
EPIX 91096
EPIX 91097
EPIX 91098
EPIX 91099
EPIX 91101
EPIX 91102
EPIX 91103
EPIX 91104
EPIX 91105
EPIX 91106

Car Mark Numbers

EPIX 91107
EPIX 91108
EPIX 91109
EPIX 91110
EPIX 91111
EPIX 91112
EPIX 91113
EPIX 91114
EPIX 91115
EPIX 91116
EPIX 91117
EPIX 91118
EPIX 91119
EPIX 91120
EPIX 91121
EPIX 91122
EPIX 91123
EPIX 91124
EPIX 91125
EPIX 91126
EPIX 91127
EPIX 91128
EPIX 91129
EPIX 91130
EPIX 91131
EPIX 91132
EPIX 91133
EPIX 91134
EPIX 91135
EPIX 91136
EPIX 91137
EPIX 91138
EPIX 91139
EPIX 91140
EPIX 91141
EPIX 91142
EPIX 91143
EPIX 91144
EPIX 91145
EPIX 91146

Car Mark Numbers

EPIX	91148
EPIX	91149
EPIX	91150
EPIX	91151
EPIX	91152
EPIX	91153
EPIX	91154

SCHEDULE B

Fifty (50) 2003-built Heavy Capacity ABC Cars

<u>Car Mark Numbers</u>		<u>Car Mark Numbers</u>	
EPIX	91491	EPIX	91525
EPIX	91492	EPIX	91526
EPIX	91493	EPIX	91527
EPIX	91494	EPIX	91528
EPIX	91495	EPIX	91529
EPIX	91496	EPIX	91530
EPIX	91497	EPIX	91531
EPIX	91498	EPIX	91532
EPIX	91499	EPIX	91533
EPIX	91500	EPIX	91534
EPIX	91501	EPIX	91535
EPIX	91502	EPIX	91536
EPIX	91503	EPIX	91537
EPIX	91504	EPIX	91538
EPIX	91505	EPIX	91539
EPIX	91506	EPIX	91540
EPIX	91507		
EPIX	91508		
EPIX	91509		
EPIX	91510		
EPIX	91511		
EPIX	91512		
EPIX	91513		
EPIX	91514		
EPIX	91515		
EPIX	91516		
EPIX	91517		
EPIX	91518		
EPIX	91519		
EPIX	91520		
EPIX	91521		
EPIX	91522		
EPIX	91523		
EPIX	91524		

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 9/10/10



Robert W. Alvord