

RECORDATION NO. 26567-A FILED

SEP 16 '10 -12 09 PM

SURFACE TRANSPORTATION BOARD



September 14, 2010

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

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 August 30, 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 26567.

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: International Commodities Export Corporation
10001 Woodloch Forest Drive, Suite 400
The Woodlands, TX 77380

A description of the railroad equipment covered by the enclosed document is for fifty three (53) insulated tank cars having NDYX 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

(INTC002/A)

ASSGN. NO.: INTC002/INTC002A

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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 30th day of AUGUST, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and International Commodities Export Corporation ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 10, 2006, 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 29, 2009, 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: Susan Grokulsky

Name: SUSAN GROKULSKY
ASSISTANT DIRECTOR

Title: OF DOCUMENTATION

Executed on this 1st day of September, 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 September, 2010.

[Signature]
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

INTERNATIONAL COMODITIES EXPORT CORPORATION

ATTEST:

By: [Signature]

Name: STEVE LASSONDE

Title: VP RAILCAR OPERATIONS

By: [Signature]

Name: Loretta Rempe
Corporate Secretary

Title: _____

Executed on this 30th day of AUGUST, 2010.

[CORPORATE SEAL]

STATE OF TEXAS

COUNTY OF HARRIS

I, JOHN R. HUNTER, a Notary Public of the County and State aforesaid, certify that STEVE LASSONDE 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 30th day of AUGUST, 2010.

[Signature]
Notary Public

Commission Expires:

3-Nov-2012
(Notary Public)



EXHIBIT A TO MEMORANDUM OF LEASE

NUMER OF CARS: Fifty-three (53)

DESCRIPTION OF CARS: Tank cars, exterior coiled, insulated, 13,818 gallon capacity

CAR NUMBERS:

NDYX 113500	NDYX 113547	NDYX 113597
NDYX 113503	NDYX 113548	NDYX 113598
NDYX 113505	NDYX 113550	NDYX 113599
NDYX 113506	NDYX 113553	NDYX 113602
NDYX 113507	NDYX 113555	NDYX 113603
NDYX 113508	NDYX 113557	NDYX 113604
NDYX 113509	NDYX 113560	NDYX 113605
NDYX 113512	NDYX 113561	NDYX 113607
NDYX 113514	NDYX 113564	NDYX 113610
NDYX 113515	NDYX 113572	NDYX 113611
NDYX 113517	NDYX 113576	NDYX 113612
NDYX 113518	NDYX 113577	NDYX 113615
NDYX 113522	NDYX 113578	NDYX 113616
NDYX 113523	NDYX 113583	NDYX 113617
NDYX 113528	NDYX 113584	NDYX 113620
NDYX 113529	NDYX 113586	NDYX 113626
NDYX 113537	NDYX 113593	NDYX 113628
NDYX 113546	NDYX 113595	