

RECORDATION NO. 29332-A FILED

OCT 19 10 -4 15 PM

SURFACE TRANSPORTATION BOARD



October 15, 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  
Attn: 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 October 4, 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 29332.

The names and addresses of the parties to the enclosed document are:

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

**Lessee:** I.C.E. Service Group, Inc.  
192 Ohio River Blvd.  
Suite 100  
Ambridge, PA 15003

A description of the railroad equipment covered by the enclosed document is for four (4) 17,500 gallon tank cars; with 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.

Best regards,

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

Marcia Dunne  
Senior Rail Documentation Specialist

Enclosures

(ICES003)

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ASSGN. NO.: ICES003

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 4<sup>th</sup> day of October, 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 September 3, 2009, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 4, 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 L. Enolva

Name: Janice L. Enolva

Title: Manager of Documentation

Executed on this 4<sup>th</sup> day of October, 2010.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COCK

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 4<sup>th</sup> day of October, 2010.

Georgia Freiburger  
Notary Public

My Commission Expires:

6-5-2012  
\_\_\_\_\_  
(Notary Public) DISTRICT JUDGE  
DISTRICT 05-3-02  
COMMISSION EXPIRES ON THE  
FIRST MONDAY IN JANUARY, 2012



**LESSEE:**

I.C.E. SERVICE GROUP, INC.

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

*[Handwritten Signature]*  
\_\_\_\_\_  
*Steve Lipecky*  
\_\_\_\_\_  
*Sr. Program Mgr. / Principal*  
\_\_\_\_\_

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

[CORPORATE SEAL]

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

I, \_\_\_\_\_, a Notary Public of the County and State aforesaid, certify that \_\_\_\_\_ 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 13<sup>th</sup> day of September 2010

*Robert L. Ford*  
\_\_\_\_\_  
Notary Public

Commission Expires:

\_\_\_\_\_  
(Notary Public)

ROBERT L. FORD,  
MAGISTERIAL DISTRICT JUDGE  
MAGISTERIAL DISTRICT 05-3-02  
MY COMMISSION EXPIRES ON THE  
FIRST MONDAY IN JANUARY, 2012

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

**NUMBER OF CARS:** Four (4)

**DESCRIPTION OF CARS:** 17,500 gallon Tank Cars, stainless steel valves, Placite 9570 lining,  
263,000 lbs GRL.

**CAR NUMBERS:** FURX 117519, 117535, 117536, 117562.