

RECORDATION NO. 29543 FILED

NOV 17 2010 -3 00 PM

SURFACE TRANSPORTATION BOARD

## FIRST UNION RAIL

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

VIA UPS 2<sup>nd</sup> DAY AIR

November 15, 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 November 10, 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  
One O'Hare Centre  
6250 N River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Magnesium Technologies, Inc.  
205 State Road, #104  
Walkerton, IN 46574

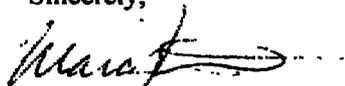
A description of the railroad equipment covered by the enclosed document is for four (4) covered hopper cars having FURX and NAHX marks (see Exhibit A for car numbers).

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 Rail Documentation Specialist

Enclosure

(MATE005)

ASSGN. NO.: MATE005

NOV 17 '10 -3 00 PM

MEMORANDUM OF LEASE

~~SURFACE TRANSPORTATION BOARD~~

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 10 day of November, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Magnesium Technologies, Inc. ("Lessee"), a Michigan corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 16, 2010, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No.1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 1, 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: Susan Grokulska

Name: SUSAN GROKULSKY

Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 20<sup>th</sup> day of July, 2010.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

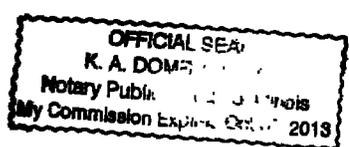
I, K.A. Dombrowski, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20<sup>th</sup> day of July, 2010.

K.A. Dombrowski  
Notary Public

My Commission Expires:

107-2013  
(Notary Public)



**LESSEE:**

MAGNESIUM TECHNOLOGIES, INC.

ATTEST:

By: David W. Huestler

Name: DAVID W Huestler

Title: General Manager

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

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

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

Executed on this 21 day of May, 2010.

[CORPORATE SEAL]

STATE OF Indiana

COUNTY OF St. Joseph

I, Kathy MacDonald, a Notary Public of the County and State aforesaid, certify that David W. Huestler 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 21<sup>st</sup> day of May, 2010.

Kathy MacDonald  
Notary Public

Commission Expires:  
9-24-10  
(Notary Public)



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

- I. NUMBER OF CARS: Four (4)
- II. DESCRIPTION OF CARS: 3900 cu. ft. capacity, Pressure Differential Covered Hopper Cars (Car Type C612).
- III. CAR NUMBERS:
- |      |        |             |             |
|------|--------|-------------|-------------|
| FURX | 892324 |             |             |
| FURX | 892358 |             |             |
| NAHX | 099641 | remarked to | FURX 892316 |
| NAHX | 099810 | remarked to | FURX 892343 |