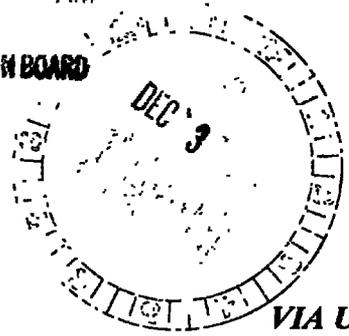


RECORDATION NO. 29563 FILED

DEC 03 10 10 34 AM

SURFACE TRANSPORTATION BOARD



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

December 1, 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 November 18, 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:

<p><b>Lessor:</b> First Union Rail Corporation One O'Hare Centre 6250 N River Road, Suite 5000 Rosemont, IL 60018</p>	<p><b>Lessee:</b> Thermo Fluids Inc. 8925 E Pima Center Parkway Scottsdale, AZ 85258</p>
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A description of the railroad equipment covered by the enclosed document is for fourteen (14) tank 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 Rail Documentation Specialist

Enclosure

(THFI.001)

ASSGN. NO.: THFL001

DEC 08 13 -10 54 AM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this ~~15th~~ day of November 18, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and THERMO FLUIDS INC. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 18, 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 November 18, 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: [Signature]

Name: JOHN J. THOMAS

Title: PRESIDENT

ATTEST:

By: Susan Grokulska

Name: SUSAN GROKULSKY

Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 18<sup>th</sup> day of November, 2010.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

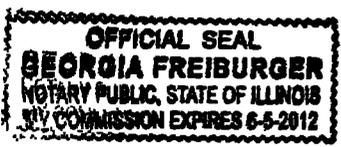
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 18<sup>th</sup> day of November, 2010.

[Signature]  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)



**LESSEE:**

THERMO FLUIDS INC.

ATTEST:

By: Tom Gruenig, CFO

Name: LYNN GRUENIG

Title: CFO

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

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

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

Executed on this 2<sup>nd</sup> day of November, 2010.

[CORPORATE SEAL]

STATE OF Arizona

COUNTY OF Maricopa

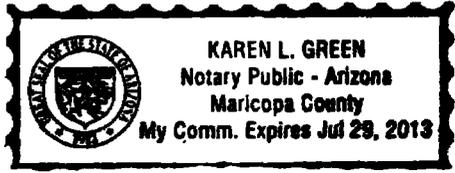
I, Karen L. Green, a Notary Public of the County and State aforesaid, certify that Lynn Gruenig personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 2<sup>nd</sup> day of November, 2010.

Karen L. Green  
Notary Public

Commission Expires:

July 29, 2013  
(Notary Public)



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

NUMBER OF CARS:           Fourteen (14)

DESCRIPTION OF CARS:   25,493 gallon capacity, non-lined, exterior coiled,  
insulated tank Cars (Car Type: T107)

CAR NUMBERS:

FURX	125600
FURX	125603
FURX	125610
FURX	125650
FURX	125659
FURX	125660
FURX	125668
FURX	125674
FURX	125696
FURX	125699
FURX	125702
FURX	125711
FURX	125724
FURX	125787