

RECORDATION NO. 22145-11 FRED

DEC 18 11 15 AM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

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

VIA UPS 2nd DAY AIR

December 1, 2010

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: Amendment to Memorandum of Lease

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 an Amendment to Memorandum of Lease dated November 17, 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 22145.

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: Southwest Rail Industries, Inc.
501 South East Street
Weimar, TX 78962

A description of the railroad equipment covered by the enclosed document is for twenty one (21) covered hopper cars having FURX and NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Amendment to 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

Enclosures
(SR11039/039A)

DEC 06 '10 - 10 15 AM

AMENDMENT TO MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS AMENDMENT TO MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 17th day of November 2010 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Southwest Rail Industries, Inc. ("Lessee"), a Texas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June, 1, 1993, as amended and assigned, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 31 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto; and

A Memorandum evidencing such Rider No. 31 (and such Lease Agreement) was filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on April 26, 2010 at 11:35 a.m. with secondary Recordation Number 22145.

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, agree that:

a) Exhibit A to such Memorandum is amended as follows:

1) Three additional cars are added to Exhibit A; FURX 845250, NDYX 516183, and NDYX 515752

b) Except as amended hereby, the terms and conditions of such Memorandum of Lease remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment to Memorandum of Lease 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

ATTEST:

By: [Signature]
Name: JOHN J. THOMAS
Title: President

By: Susan Grokulska
Name: SUSAN GROKULSKA
Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 17th day of November 2010

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, Janice L. Enolva, a Notary Public of the State and County aforesaid, certify that John J. Thomas personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum.

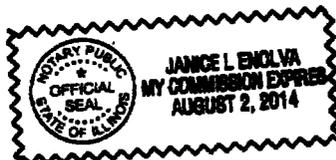
WITNESS my hand and official stamp or seal, this 17th day of NOVEMBER, 2010.

[Signature]
Notary Public

My Commission Expires:

8-2-2014

(Notary Public)



LESSEE:

SOUTHWEST RAIL INDUSTRIES, INC.

ATTEST:

By: _____
Name: _____
Title: _____

By: Jason F. Heltte
Name: Jason F. Heltte
Title: VP

Executed on this ___ day of _____, ____.

[CORPORATE SEAL]

STATE OF Texas
COUNTY OF Colorado

I, NANCY BITTNER, a Notary Public of the State and County aforesaid, certify that JASON F. HETTTE personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum.

WITNESS my hand and official stamp or seal, this 10th day of November, 2010

Nancy Bittner
Notary Public

My Commission Expires:

4-26-2014
(Notary Public)

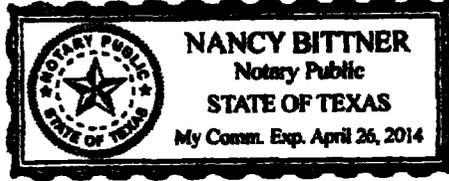


Exhibit A

to

Memorandum of Lease

NUMBER OF CARS: Twenty-one (21)

DESCRIPTION OF CARS: Covered hopper cars

CAR NUMBERS:

FURX	840803
FURX	840805
FURX	840810
FURX	840820
FURX	840827
FURX	840852
FURX	840869
FURX	840885
FURX	842876
FURX	842913
FURX	842921
FURX	842956
FURX	845227
FURX	845250
FURX	845417
FURX	845418
FURX	845442
FURX	845445
FURX	845454
NDYX	516183
NDYX	515752