

OSTER RESEARCHING SERVICES

12897 Colonial Drive
Mt. Airy, Maryland 21771
(301) 253-6040
maryannoster@comcast.net

RECORDATION NO. 29604 FILED

JAN 05 '11 -4 35 PM

SURFACE TRANSPORTATION BOARD

January 5, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recording with the Surface Transportation Board is one original and one counterpart of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

Memorandum of Schedule #2 to Full Service
Master Lease Agreement dated 6/16/10

Lessor: Wells Fargo Equipment Finance, Inc. dba
Midwest Railcar Capital Equipment Company
733 Marquette Avenue
Minneapolis, MN 55402

Lessee: Strategic Materials, Inc.
1506 Highway 6 South, Suite 100
Houston, TX 77077

Equipment: 20, Railcars
MCEX 330320, 350198-350374, NI

Please record this agreement as a primary document. The filing fee of \$41.00 is enclosed.
Thank you.

Sincerely,



Mary Ann Oster
Research Consultant

RECORDATION NO. 29664 FILED

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SURFACE TRANSPORTATION BOARD

**WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A
MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY**

**MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE
MASTER LEASE AGREEMENT**

between

**WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A
MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY**

as Lessor

and

STRATEGIC MATERIALS, INC.

as Lessee

REGISTRATION NO. 29604 FILED

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STATE TRANSPORTATION BOARD

MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of June 16, 2010, by and between WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota Corporation ("Lessor"), and STRATEGIC MATERIALS, INC., a Delaware Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #2 dated June 16, 2010 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of January 31, 2005 and amended effective June 16, 2010 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule #2.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #2 to Full Service Master Lease Agreement to be executed as of the date first above written.

WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A
MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY
Lessor

By: Julie Milbrath

Name: Julie Milbrath

Title: Assistant Vice President

STRATEGIC MATERIALS, INC.
Lessee

By: Curt Bucey

Name: Curt Bucey

Title: President & COO

EXHIBIT A
DESCRIPTION OF RAILCARS

Twenty (20) Railcars with the reporting following marks:

MCEX 350320
MCEX 350198
MCEX 350233
MCEX 350318
MCEX 350324
MCEX 350356
MCEX 350358
MCEX 350362
MCEX 350363
MCEX 350364
MCEX 350365
MCEX 350366
MCEX 350367
MCEX 350368
MCEX 350369
MCEX 350370
MCEX 350371
MCEX 350372
MCEX 350373
MCEX 350374

STATE OF MINNESOTA, COUNTY OF HENNEPIN, TO WIT:

On this 16th day of July, 2010 before me appeared, Julie Milbrath to me personally known, who being by me duly sworn, says that he is the AVP of WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota Corporation, that said instrument was signed on July 16, 2010 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal] **MARGARET J. KIERNAN**
Notary Public-Minnesota
My Commission Expires Jan 31, 2015

Margaret J. Kiernan
Notary Public

My commission expires:

STATE OF Idaho, COUNTY OF Adair, TO WIT:

On this 21st day of June, 2010 before me appeared, Scott Sweeney, to me personally known, who being by me duly sworn, says that he is a President of STRATEGIC MATERIALS, INC., a Delaware Corporation, that said instrument was signed on June 21, 2010 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

DEBRA ROBB WEBB
MY COMMISSION EXPIRES
April 8, 2014

Debra Robb Webb
Notary Public

My commission expires:

April 8, 2014