

RECORDATION NO. 29648 REC'D

FEB 14 '11 -4 00 PM

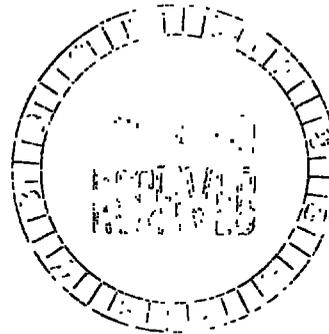
SURFACE TRANSPORTATION BOARD

## FIRST UNION RAIL

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

February 10, 2011

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment



**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 February 4, 2011, 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 River Road, Suite 5000  
Rosemont, IL 60018

**Lessee:** Thatcher Company  
1905 Fortune Rd  
Salt Lake City, UT 84104

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

A short summary of the document to appear in the index follows: **Memorandum of Lease Agreement**

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

(THCO002)

FEB 14 '11 -4 00 PM

ASSGN. NO.: THCO002

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 February, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and HATCHER COMAPNY ("Lessee"), a Utah corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of February 4, 2011, 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 December 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

ATTEST:

By: Richard F. Seymour

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

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

By: Susan Grokulska

Name: SUSAN GROKULSKY

Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 4<sup>th</sup> day of February, 2011.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

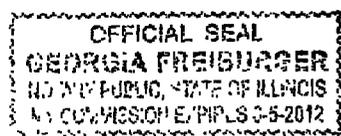
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4<sup>th</sup> day of February, 2011.

Georgia Freiburger  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)



**LESSEE:**

THATCHER COMPANY

By: *Craig N. Thatcher*

Name: Craig N. Thatcher

Title: President

**ATTEST:**

By: *Diane T. Barlow*

Name: Diane T. Barlow

Title: Vice President

Executed on this 19<sup>th</sup> day of January, 2011.

[CORPORATE SEAL]

STATE OF UTAH

COUNTY OF SALT LAKE

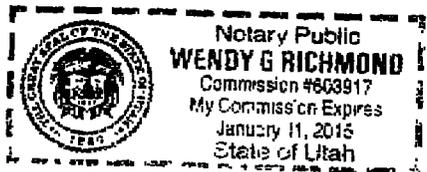
I, Wendy G. Richmond, a Notary Public of the County of Salt Lake and State aforesaid, certify that Craig N. Thatcher personally appeared before me this 19<sup>th</sup> day of January, 2011, and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19<sup>th</sup> day of January, 2011.

*Wendy G. Richmond*  
Notary Public

Commission Expires:

January 11, 2015  
(Notary Public)



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

NUMBER OF CARS: Four (4)

DESCRIPTION OF CARS: Tank Cars.

CAR NUMBERS:

<u>CARINIT</u>	<u>CARNUM</u>	<u>NEW</u> <u>INIT</u>	<u>NEW</u> <u>CARNUM</u>
FURX	120545		120545
FURX	120580		120580
FURX	120592		120592
NATX	072769	FURX	120549