

RECORDATION NO. 29696 FILED

MAR 24 '11 -12 40 PM

SURFACE TRANSPORTATION BOARD

Mitsui Rail Capital, LLC
71 South Wacker Drive
Suite 1800
Chicago, Illinois 60606

Main (312) 803-8880
Fax (312) 803-8890



March 24, 2011

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

Dear Section Chief:

Please find attached one (1) copy of a Memorandum of Full Service Lease Agreement dated February 8, 2011 between the following parties:

Lessor: Mitsui Rail Capital, LLC
71 S. Wacker Drive, Suite 1800
Chicago, IL 60606

Lessee: ProTrade Transportation Services, Ltd.
5700 Darrow Road, Suite 114
Hudson, OH 44236

A description of the railroad equipment covered by the enclosed document is:

16 railcars: MBKX 286531, MBKX 286534, MBKX 286539, MBKX 286546, MBKX 286551, MBKX 286558, MBKX 286560, MBKX 286564, MBKX 286565, MBKX 286568, MBKX 286570, MBKX 286576, MBKX 286581, MBKX 286592, MBKX 286601, MBKX 286610

This filing is to appear in the index as follows: Memorandum of Lease Agreement.

Please file this as a primary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

/s/ Christine Peterson

Christine Peterson
Contract Administrator/Paralegal

Enclosure

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF FULL SERVICE LEASE AGREEMENT
BETWEEN
MITSUI RAIL CAPITAL, LLC
("LESSOR")**

AND

**PROTRADE TRANSPORTATION SERVICES, LTD.
("LESSEE")**

FEBRUARY 8, 2011

This Memorandum of Full Service Lease Agreement is made and entered into as of February 8, 2011 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("Lessor") and ProTrade Transportation Services, Ltd., an Ohio limited liability company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor sixteen (16) 1997 Thrall built 52'6" Mill Gondola Railcars bearing marks and numbers as follows:

See Exhibit 1 attached hereto

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

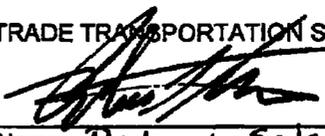
LESSOR:

MITSUI RAIL CAPITAL, LLC

By: 
Print Name: John O'Bryar
Title: President

LESSEE:

PROTRADE TRANSPORTATION SERVICES, LTD.

By: 
Print Name: Robert Salatz
Title: VP

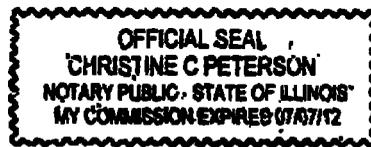
STATE OF ILLINOIS

COUNTY OF COOK

On this 24th day of March, 2011, before me personally appeared John O'Bryan, to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Christine C Peterson
NOTARY PUBLIC

My commission expires: July 7, 2012



STATE OF OHIO
COUNTY OF SUMMIT

On this 15th day of MARCH, 2011, before me personally appeared Robert F. Salsitz, to me personally known, who being by me duly sworn, says that he is the Vice President of ProTrade Transportation Services, Ltd. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Kim Sanders
NOTARY PUBLIC

My commission expires:

KIM SANDERS, Notary Public
Residence - Medina County
Statewide Jurisdiction - Ohio
My Commission Expires Jan. 29, 2016

EXHIBIT 1
CAR MARKS AND NUMBERS

<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	MBKX	286531
2	MBKX	286534
3	MBKX	286539
4	MBKX	286546
5	MBKX	286551
6	MBKX	286558
7	MBKX	286560
8	MBKX	286564
9	MBKX	286565
10	MBKX	286568
11	MBKX	286570
12	MBKX	286576
13	MBKX	286581
14	MBKX	286592
15	MBKX	286601
16	MBKX	286610