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SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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

VIA UPS 2nd DAY AIR

April 19, 2011

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 April 11, 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 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: Profile Products LLC
7250 Highway 15 North
Blue Mountain, MS 38610

A description of the railroad equipment covered by the enclosed document is for three (3) hopper cars having NAHX marks to be remarked to FURX (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 Duane
Senior Rail Documentation Specialist

Enclosure

(PRPR002)

APR 25 '11 -11 13 AM

ASSGN. NO.: PRPR002

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 11th day of April, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Profile Products LLC, a Delaware limited liability company.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 29, 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 May 1, 2011, 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: Richard F. Seymour

Name: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MARKETING

Title: _____

ATTEST:

By: Susan Gokulsky
Name: SUSAN GOKULSKY
ASSISTANT DIRECTOR
Title: OF DOCUMENTATION

Executed on this 11th day of April, 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 11th day of April, 2011

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

PROFILE PRODUCTS LLC

ATTEST:

By: Dwight A. Schipke

Name: Dwight A. Schipke

Title: Director of Manufacturing

By: Misty Byrd

Name: Misty Byrd

Title: Alp Clerk

Executed on this 29th day of March, 2011.

[CORPORATE SEAL]

STATE OF Mississippi

COUNTY OF Tippah



I, Bonnie Conn, a Notary Public of the County and State aforesaid, certify that Dwight A. Schipke 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 29th day of March, 2011.

Bonnie Conn
Notary Public

Commission Expires:

10/26/13
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Three (3)

DESCRIPTION OF CARS: Covered Hopper Cars.

CAR NUMBERS: Cars to be remarked from NAHX to FURX per conversion list below.

<u>OLD</u> <u>MARK/NUMBER</u>	<u>NEW</u> <u>MARK/NUMBER</u>
NAHX 490397	FURX 833925
NAHX 490400	FURX 833926
NAHX 490411	FURX 833927
Count: 3	