

RECORDATION NO. 29759 FILED

APR 28 '11 -8 00 AM

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SURFACE TRANSPORTATION BOARD

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April 28, 2011

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

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railcar Lease, dated as of April 26, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents

The names and addresses of the parties to the enclosed document are:

Lessor: TD Equipment Finance, Inc.
2059 Springdale Road
Cherry Hill, NJ 08003

Lessee: Sulcom, Inc
1601 Forum Place, Suite 1400
West Palm Beach, FL 33401

Chief
Section of Administration
April 28, 2011
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A description of the railroad equipment covered by the enclosed document is.

8 tank cars: ITDX 7100 - ITDX 7107.

A short summary of the document to appear in the index is:

Memorandum of Railcar 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 stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', written in a cursive style.

✓ Robert W. Alvord

RWA/sem
Enclosures

APR 28 '11 -8 00 AM

MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 26th day of April, 2011, is made by Sulcom, Inc., a Delaware corporation (the "Lessee"), and TD Equipment Finance, Inc., a Maine corporation (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of April 26, 2011 and Preliminary Schedule No. 1 thereto dated as of April 26, 2011, covering, inter alia, the equipment listed on Exhibit A hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

TD Equipment Finance, Inc., as Lessor

By: Charles M. Flumefreddo
Name: Charles M. Flumefreddo
Title: Director of Operations

Sulcom, Inc., as Lessee
By: Benjamin L. Klein
Name: Benjamin L. Klein
Title: Treasurer

COUNTERPART 1 OF 4

STATE OF)
New Jersey)

SS:

COUNTY OF)
Clark)

On this 27th day of April, 2011 before me personally appears Charles M. Zumpf, Jr. to me personally known, who by me duly sworn, says that he/she is the Director of Operations of TD Equipment Finance, Inc. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Marguerite L. Haswell
Notary Public

[SEAL]

My Commission expires: **MARGUERITE L. HASWELL**
NOTARY PUBLIC
STATE OF NEW JERSEY
MY COMMISSION EXPIRES JANUARY 18, 2015

STATE OF FLORIDA)
) SS:

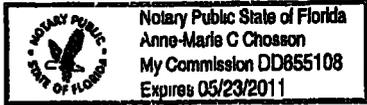
COUNTY OF PALM BEACH)

On this 26th day of April, 2011 before me personally appears Benjamin L. Klein, to me personally known, who by me duly sworn, says that he is the Treasurer of Sulcom, Inc. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Anne Marie G. Chosson
Notary Public

[SEAL]



My Commission expires:

EXHIBIT A

<u>Quantity</u>	<u>Car Description</u>	<u>Reporting Marks and Numbers</u>
8	13,630 gallon, exterior-coiled, insulated DOT 111A100W1 tank cars	ITDX 7100 - 7107

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4/28/11



Robert W. Alvord