

**OSTER RESEARCHING SERVICES**

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September 27, 2011

RECORDATION NO. 29898 FILED

SEP 27 '11 -5 0 0 PM

SURFACE TRANSPORTATION BOARD

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 are 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 #3 to Full Service Master  
Lease Agreement dated 8/26/10**

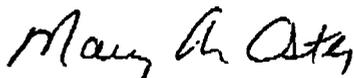
**Lessor:** Wells Fargo Equipment Finance, Inc. dba Midwest  
Railcar Capital Equipment Company  
733 Marquette Avenue  
Minneapolis, MN 55402

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

**Equipment:** 22, Railcars  
MCEX 350125-350186, NI

Please record this agreement as a primary document. The filing fee of \$41 is enclosed  
Thank you.

Sincerely,



Mary Ann Oster  
Research Consultant

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SURFACE TRANSPORTATION BOARD

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

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**MEMORANDUM OF SCHEDULE #3 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

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**MEMORANDUM OF SCHEDULE #3 TO FULL SERVICE MASTER LEASE AGREEMENT**

THIS MEMORANDUM OF SCHEDULE #3 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of August 26, 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 #3 dated August 26, 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 #3.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #3 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: 

Name: Peter J. Naas

Title: Sr. Contract Administrator

STRATEGIC MATERIALS, INC.  
Lessee

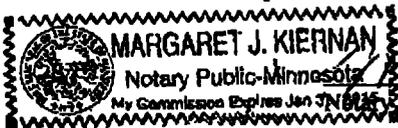
By: 

Name: Curtis F. Bucey

Title: President + COO

STATE OF Minnesota, COUNTY OF Hennepin, TO WIT:

On this 27<sup>th</sup> day of September, 2010 before me appeared, Peter J. Naas to me personally known, who being by me duly sworn, says that he is the Sr. Contract Administrator of WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota Corporation, that said instrument was signed on September 27, 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.

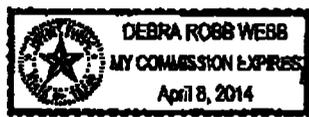
[Notarial Seal]  *[Signature]*

My commission expires:

1-31-2015

STATE OF Idaho, COUNTY OF Harlow, TO WIT:

On this 10<sup>th</sup> day of September, 2010 before me appeared, Ernie K. Kurey 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 September 10, 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]  *[Signature]*  
Notary Public

My commission expires:

**EXHIBIT A**  
**DESCRIPTION OF RAILCARS**

Twenty-Two (22) Railcars with the reporting following marks:

MCEX350125
MCEX350130
MCEX350132
MCEX350135
MCEX350139
MCEX350142
MCEX350145
MCEX350146
MCEX350148
MCEX350151
MCEX350156
MCEX350157
MCEX350158
MCEX350161
MCEX350163
MCEX350168
MCEX350170
MCEX350171
MCEX350179
MCEX350182
MCEX350184
MCEX350186