

DEC 15 '11 -2 27 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Rd, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

December 13, 2011

Via UPS 2nd Day Air

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 one (1) original and two (2) copies of a Memorandum of Lease Agreement dated November 22, 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: Unitrac Railroad Materials, Inc.
2715 Byington Solway Road
Knoxville, TN 37931

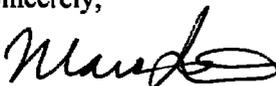
A description of the railroad equipment covered by the enclosed document is for ten (10) gondola cars; having NOKL marks (see Exhibit A for car numbers).

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 Dunne
Senior Rail Documentation Specialist

Enclosure

(UNRA001)

DEC 15 '11 -2 27 PM

ASSGN. NO.: UNRA001

MEMORANDUM OF LEASE

UNITRAC TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 22nd day of November, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Unitrac Railroad Materials, Inc. ("Lessee"), a Virginia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 22, 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 November 22, 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 Grokulska

Name: SUSAN GROKULSKY
ASSISTANT DIRECTOR
Title: OF DOCUMENTATION

Executed on this 22nd day of November 2011.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, 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 22nd day of November 2011.

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

UNITRAC RAILROAD MATERIALS, INC.

ATTEST:

By: [Signature]

Name: RAYMOND LAMBERT

Title: PRESIDENT

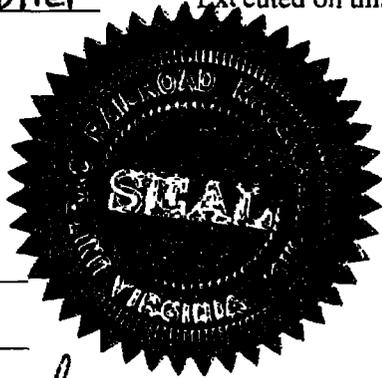
By: Alan Turner

Name: Alan Turner

Title: Corp. Controller

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]



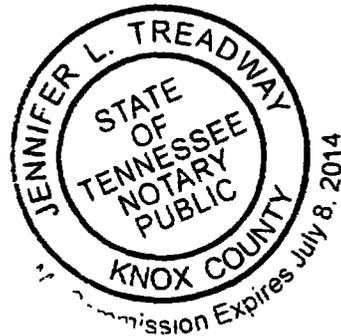
STATE OF TN

COUNTY OF KNOX

I, Jennifer Treadway, a Notary Public of the County and State aforesaid, certify that Ray Lambert 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 15 day of November, 2011.

Commission Expires: July 8, 2014
(Notary Public)



Jennifer Treadway
Notary Public

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Ten (10)

DESCRIPTION OF CARS: Gondola cars.

CAR NUMBERS:

NOKL 320198
NOKL 320847
NOKL 320932
NOKL 320985
NOKL 321569
NOKL 321587
NOKL 321589
NOKL 321596
NOKL 322001
NOKL 322083