

MAR 30 '12 -11 40 AM

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

Via UPS NEXT DAY AIR

March 28, 2012

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 two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated March 1, 2012, 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: Universal Lubricants, LLC
2824 N. Ohio
Wichita, KS 67201

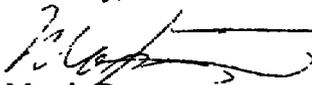
A description of the railroad equipment covered by the enclosed document is for eight (8) tank cars: having FURX marks (see Exhibit A for car numbers).

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 Documentation Specialist

Enclosure
(UNLU001)

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ASSGN. NO.: UNLU001

MEMORANDUM OF LEASE

~~SECRET~~ 1st

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of March, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Universal Lubricants, LLC ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 1, 2012, 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 March 1, 2012 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

ATTEST:

By: [Signature]
Name: JOHN J. THOMAS
Title: PRESIDENT

By: [Signature]
Name: Janice L Enclva
Title: Manager of Documentation

Executed on this 1st day of March, 2012.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS 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 1st day of March, 2012

[Signature]
Notary Public

My Commission Expires:
6-2012
(Notary Public)



LESSEE:

UNIVERSAL LUBRICANTS, LLC

ATTEST:

By: *Randall Wilson*

Name: *Randall Wilson*

Title: *CFO*

By: *Michael Barton*

Name: *MICHAEL BARTON*

Title: *DIRECTOR OF LOGISTICS*

Executed on this *23* day of *Feb*, *2012*

[CORPORATE SEAL]

STATE OF *Kansas*

COUNTY OF *Sedgwick*

I, *Donna Towell*, a Notary Public of the County and State aforesaid, certify that *Randall Wilson* 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 *23* day of *Feb*, *2012*.

Donna A. Towell
Notary Public

Commission Expires:

3/17/14
(Notary Public)

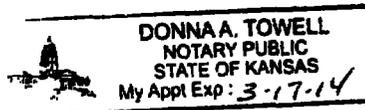


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Eight (8)

DESCRIPTION OF CARS: 23,500 gallon general service tank cars, DOT 111A100W1,
1973-74 built.

CAR NUMBERS:

- FURX 123319
- FURX 123325
- FURX 123337
- FURX 123338
- FURX 123340
- FURX 123341
- FURX 123344
- FURX 123345