

August 08, 2012 04:48 PM

SURFACE TRANSPORTATION BOARD

LAW OFFICES OF  
**LOUIS E. GITOMER, LLC.**

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August 8, 2012

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

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Master Lease, a primary document, dated as of July 30, 2012. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Master Lease are:

Lessor:

BOK Financial Equipment Finance, Inc.  
5956 Sherry Lane, Suite 600  
Dallas, TX 75225

Lessee:

FCL, LLC  
2704 Otis Corley Drive, Suite 4  
Bentonville, AR 72712

A description of the equipment covered by the Memorandum of Master Lease consists of 20 gondola cars numbered EAMX 400-419, inclusive.

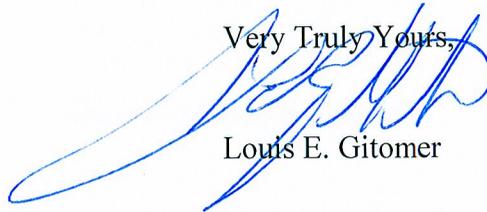
A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou@lgrailaw.com

Ms. Cynthia T. Brown  
August 8, 2012  
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A short summary of the document to appear in the index follows: a Memorandum of Master Lease between BOK Financial Equipment Finance, Inc., 5956 Sherry Lane, Suite 600, Dallas, TX 75225, and FCL, LLC, 2704 Otis Corley Drive, Suite 4, Bentonville, AR 72712, covering 20 gondola cars numbered EAMX 400-419, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF MASTER LEASE

This Memorandum of Master Lease and Collateral Assignment (this "Memorandum"), dated as of July 30, 2012 is by and between BOK Financial Equipment Finance, Inc., an Oklahoma corporation ("Lessor"), with offices at 5956 Sherry Lane, Suite 600, Dallas, Texas 75225, and FCL, LLC; a Florida limited liability company ("Lessee"), with offices at 2704 Otis Corley Dr., Suite 4, Bentonville, AR 72712; hereinafter, Lessor and Lessee are collectively referred to as "the Parties". This Memorandum is entered into by the Parties for the purpose of placing on the public record the existence of the Lease and the Prior Lease and the assignment of Lessee's interest in the Prior Lease to Lessor without the Lessee's obligations under the Prior Lease:

WHEREAS, the Parties entered into that certain Master Lease Agreement dated July 30, 2012 and a related Collateral Assignment of Lease also dated as of July 30, 2012, both of said documents being incorporated herein by reference and collectively referred to herein as the "Lease," whereby, among other things, Lessor leased to Lessee, and Lessee leased from Lessor, those certain twenty (20) 4,400CF Single Tub Gondola Cars built by National Steel in 1980-81, bearing car numbers EAMX 400; EAMX 401; EAMX 402; EAMX 403; EAMX 404; EAMX 405; EAMX 406; EAMX 407; EAMX 408; EAMX 409; EAMX 410; EAMX 411; EAMX 412; EAMX 413; EAMX 414; EAMX 415; EAMX 416; EAMX 417; EAMX 418; and EAMX 419, together with all replacement parts, additions, modifications, repairs, and accessories incorporated therein and/or attached thereto; and

WHEREAS, Lessee is also the successor lessor to the rights of Everest Railcar Services, Inc., an Arkansas corporation ("Everest") under that certain Master Railcar Service and Lease Agreement dated as of July 23, 2006 (the "Prior Lease") covering the same property as covered by the Lease, the Prior Lease having been executed and delivered by and between Everest, as lessor, and William F Sullivan & Co, Inc., a Massachusetts corporation, as lessee, and Lessee has collaterally assigned to Lessor all of Lessee's interests in, to, and under the Prior Lease to secure the obligations of Lessee to Lessor under and pursuant to the terms and provisions of the Lease; and

WHEREAS, the Parties find it desirable to place of record the existence of the Lease and the Prior Lease in the public files maintained by the Surface Transportation Board under the provisions of 49 U.S.C. §11301.

NOW THEREFORE, in consideration of these premises and for other good and valuable consideration, the receipt and sufficiency of which is acknowledged, the Parties agree as follows:

1. This Memorandum is entered into by the Parties for the purpose of placing of public record the existence of the Lease.
2. This Memorandum may be executed in multiple counterparts which, when taken together, shall constitute but a single document.

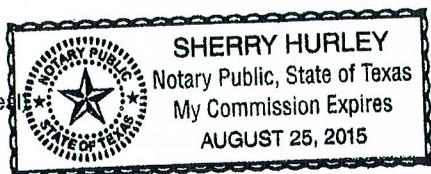
IN WITNESS WHEREOF, the Parties hereto have caused this document to be executed as of the date first hereinabove written.

LESSOR:  
BOK Financial Equipment Finance, Inc.

By: Zane Burgess  
Zane Burgess, SVP

STATE OF TEXAS  
COUNTY OF DALLAS

On this 7th day of August, 2012 before me personally appeared Zane Burgess, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of BOK Financial Equipment Finance, Inc., an Oklahoma corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.



Sherry Hurley  
Notary Public in and for the State of Texas

(Notary Seal)



