

OCT 12 '12 -1 27 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

Via UPS NEXT DAY AIR

October 11, 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 July 20, 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: Searle Petroleum Company
1701 S. 3rd Street
Council Bluffs, IA 51503

A description of the railroad equipment covered by the enclosed document is for three (3) 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 \$42.00 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

(SEPE002)

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ASSGN. NO.: SEPE002

MEMORANDUM OF LEASE

SOUTH W. TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 20th day of July, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Searle Petroleum Company ("Lessee"), an Iowa corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 20, 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 July 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

ATTEST:

By: Georgia Freiburger
Name: GEORGIA FREIBURGER

Title: MGR. OF DOCUMENTATION Executed on this 20th day of July, 2012

[CORPORATE SEAL]

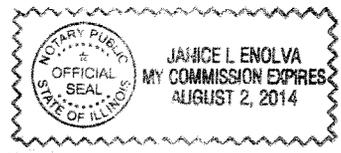
STATE OF Illinois
COUNTY OF Cook

I, Janice L. Enolva, a 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 20th day of July, 2012.

Janice L. Enolva
Notary Public

My Commission Expires:
8-2-2014
(Notary Public)



LESSEE:

SEARLE PETROLEUM COMPANY

ATTEST:

By: [Signature]

Name: David Bills

By: [Signature] Title: V. Pres.

Name: Roxanne M. Suiter

Title: Controller

Executed on this 13 day of June, 2012.

[CORPORATE SEAL]

STATE OF Iowa

COUNTY OF Pottawattamie

I, Hollie Phares, a Notary Public of the County and State aforesaid, certify that David Bills 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 13 day of June, 2012.

[Signature]
Notary Public

Commission Expires:
9-29-2014
(Notary Public)

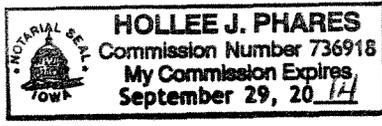


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS:	Three (3)
DESCRIPTION OF CAR:	Tank Cars.
CAR NUMBER:	FURX 123662, FURX 123682, and FURX 123683