

RECORDATION NO. 22145-26 FILED

OCT 22 '12 -10 21 AM

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 18, 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 August 7, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 22145.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation One O'Hare Centre 6250 N. River Road, Suite 5000 Rosemont, IL 60018	Lessee: Southwest Rail Industries, Inc. 501 South East Street Weimar, TX 78962
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A description of the railroad equipment covered by the enclosed document is for seven (7) hopper cars; having FURX and NDYX 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

Enclosures

(SRII069)

OCT 22 '12 -10 21 AM

ASSGN. NO. SRII069

MEMORANDUM OF LEASE

SUBRAIL (TRANSPORTATION BOARD)

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the August 7, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Southwest Rail Industries, Inc. ("Lessee"), a Texas corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of June 1, 1993 as amended and assigned thereto, whereby Lessor has agreed to lease to Lessee a certain railcar pursuant to Rider No. 59 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 7, 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

Georgia Freilinger

Name: GEORGIA FREIBURGER

Title: MGR. OF DOCUMENTATION Executed on this 7<sup>th</sup> day of August, 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 due execution of the foregoing Memorandum of Lease.

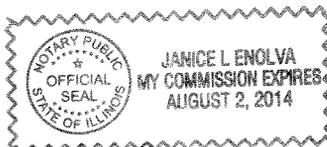
WITNESS my hand and official stamp or seal, this 7<sup>th</sup> day of August, 2012.

Janice L. Enolva  
Notary Public

My Commission Expires:

8-2-2014

(Notary Public)



**LESSEE:**

**SOUTHWEST RAIL INDUSTRIES, INC.**

By: *Jason F. Huethe*  
Name: *Jason F. Huethe*  
Title: *VP*

**ATTEST:**

By: *Wade Cernosek*  
Name: *Wade Cernosek*  
Title: *Controller*

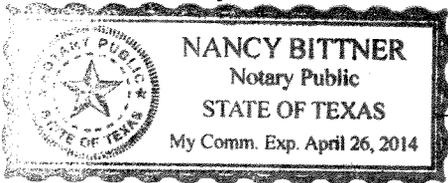
Executed on this *19<sup>th</sup>* day of *July*, 2012.

[CORPORATE SEAL]

STATE OF *Texas*  
COUNTY OF *Colorado*

I, *NANCY BITTNER*, a Notary Public of the County and State aforesaid, certify that *JASON F. HUETTE* personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this *19<sup>th</sup>* day of *July*, 2012.



*Nancy Bittner*  
Notary/Public

Commission Expires:

*4-26-14*  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Up to seven (7)

DESCRIPTION OF CARS:    Covered hopper Cars

CAR NUMBERS:

FURX	840808
FURX	840840
FURX	840870
FURX	840871
FURX	840881
NDYX	850121
NDYX	850252