

FEB 06 '13 -11 34 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 2nd DAY AIR

February 1, 2013

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 January 14, 2013, 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: Texas, Oklahoma & Eastern Railroad, LLC
412 E. Lockesburg St.
De Queen, AR 71832

A description of the railroad equipment covered by the enclosed document is for sixty-five (65) boxcars; 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 \$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 Documentation Specialist

Enclosure

(TOEL006)

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ASSGN. NO.: TOEL006

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 14th day of January, 2013, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Texas, Oklahoma & Eastern Railroad, LLC, a Delaware limited liability company.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 14, 2013, 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 October 13, 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: [Signature]

Name: JOHN J. THOMAS
PRESIDENT

Title: _____

ATTEST:

By: Susan Grokulska

Name: SUSAN GROKULSKY
ASSISTANT DIRECTOR

Title: CF DOCUMENTATION

Executed on this 14th day of January, 2013.

[CORPORATE SEAL]

STATE OF Illinois

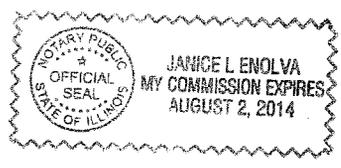
COUNTY OF Cook

I, Janice L. Enolva, 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 14th day of January, 2013.

Janice L. Enolva
Notary Public

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



LESSEE:

TEXAS, OKLAHOMA & EASTERN RAILROAD, LLC

ATTEST:

By: [Signature]

Name: DAVID P. EYERMANNA

Title: VP OPERATIONS

By: [Signature]

Name: ROBERT SCHELLIG

Title: SIC VP + CLO

Executed on this 6 day of DEC, 2012.

[CORPORATE SEAL]

TAMMY S. MOORE
Notary Public, State of Florida
My Comm. Expires Feb. 3, 2015
Commission No. EE 53529

STATE OF Florida

COUNTY OF Duval

I, Tammy Moore, a Notary Public of the County and State aforesaid, certify that David Eyermann + Robert Schellig 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 6 day of Dec., 2012.

[Signature]
Notary Public

Commission Expires:

2-3-2015

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Sixty-five (65)

DESCRIPTION OF CARS: Boxcars

CAR NUMBERS:

NOKL 570251	NOKL 570321	NOKL 570380
NOKL 570255	NOKL 570323	NOKL 570383
NOKL 570257	NOKL 570327	NOKL 570387
NOKL 570260	NOKL 570330	NOKL 570393
NOKL 570261	NOKL 570332	NOKL 570398
NOKL 570262	NOKL 570335	NOKL 570399
NOKL 570263	NOKL 570337	NOKL 570400
NOKL 570264	NOKL 570338	NOKL 570401
NOKL 570265	NOKL 570339	NOKL 570403
NOKL 570268	NOKL 570341	NOKL 570405
NOKL 570273	NOKL 570346	NOKL 570406
NOKL 570274	NOKL 570348	NOKL 570407
NOKL 570275	NOKL 570352	NOKL 570409
NOKL 570282	NOKL 570359	NOKL 570416
NOKL 570283	NOKL 570360	NOKL 570417
NOKL 570291	NOKL 570364	NOKL 570418
NOKL 570294	NOKL 570367	NOKL 570419
NOKL 570295	NOKL 570369	NOKL 570518
NOKL 570298	NOKL 570370	NOKL 570522
NOKL 570301	NOKL 570374	NOKL 570526
NOKL 570310	NOKL 570375	NOKL 570650
NOKL 570315	NOKL 570377	Count: 65