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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 2<sup>nd</sup> 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 three (3) originals of a Memorandum of Lease Agreement dated December 18, 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: PTL Prop Solutions, L.L.C.  
16217 N. May Avenue  
Edmond, OK 73013

A description of the railroad equipment covered by the enclosed document is for one hundred eighty-seven (187) gondola cars; having 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 Documentation Specialist

Enclosure

(PTPR001)

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ASSGN. NO.: PTPR001

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 18th day of December, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and PTL Prop Solutions, L.L.C. ("Lessee"), an Oklahoma limited liability company.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of the 18th day of December, 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 the 18th day of December, 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 Grokulsky  
Name: SUSAN GROKULSKY  
ASSISTANT DIRECTOR  
Title: OF DOCUMENTATION

Executed on this 18th day of December, 2012.

[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.

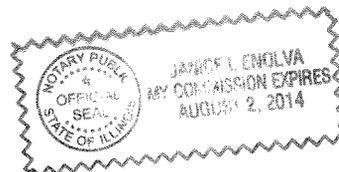
WITNESS my hand and official stamp or seal, this 18th day of December, 2012.

[Signature]  
Notary Public

My Commission Expires:

8-2-2014

(Notary Public)



**LESSEE:**

PTL PROP SOLUTIONS, L.L.C.



ATTEST:

By: [Signature]

Name: Bill Stanger

Title: President

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this 18th day of December, 2012.

[CORPORATE SEAL]



STATE OF Oklahoma

COUNTY OF Oklahoma

I, Traci Hunter, a Notary Public of the County and State aforesaid, certify that Bill Stanger 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 19<sup>th</sup> day of December, 2012.

Traci Hunter  
Notary Public

Commission Expires:

07/07/15  
(Notary Public)

**EXHIBIT A  
TO  
MEMORANDUM OF LEASE**

**CAR NUMBERS**

NUMBER OF CARS: One hundred Eighty Seven (187)

DESCRIPTION OF CARS: Gondola Cars

CAR NUMBERS:

1	NDYX	314908	34	NDYX	315574	67	NDYX	316341	100	NDYX	316402
2	NDYX	314919	35	NDYX	315575	68	NDYX	316342	101	NDYX	316404
3	NDYX	315001	36	NDYX	315578	69	NDYX	316343	102	NDYX	316405
4	NDYX	315002	37	NDYX	315589	70	NDYX	316346	103	NDYX	316406
5	NDYX	315003	38	NDYX	315811	71	NDYX	316348	104	NDYX	316409
6	NDYX	315006	39	NDYX	315828	72	NDYX	316350	105	NDYX	316410
7	NDYX	315016	40	NDYX	315829	73	NDYX	316351	106	NDYX	316414
8	NDYX	315019	41	NDYX	315847	74	NDYX	316352	107	NDYX	316415
9	NDYX	315020	42	NDYX	315855	75	NDYX	316353	108	NDYX	316416
10	NDYX	315021	43	NDYX	315863	76	NDYX	316357	109	NDYX	316418
11	NDYX	315022	44	NDYX	315870	77	NDYX	316358	110	NDYX	316419
12	NDYX	315024	45	NDYX	316302	78	NDYX	316359	111	NDYX	316420
13	NDYX	315025	46	NDYX	316304	79	NDYX	316361	112	NDYX	316421
14	NDYX	315027	47	NDYX	316306	80	NDYX	316362	113	NDYX	316422
15	NDYX	315029	48	NDYX	316307	81	NDYX	316363	114	NDYX	316423
16	NDYX	315031	49	NDYX	316308	82	NDYX	316365	115	NDYX	316426
17	NDYX	315037	50	NDYX	316309	83	NDYX	316367	116	NDYX	316427
18	NDYX	315038	51	NDYX	316311	84	NDYX	316368	117	NDYX	316428
19	NDYX	315042	52	NDYX	316312	85	NDYX	316374	118	NDYX	316430
20	NDYX	315045	53	NDYX	316314	86	NDYX	316377	119	NDYX	316432
21	NDYX	315049	54	NDYX	316315	87	NDYX	316380	120	NDYX	316433
22	NDYX	315056	55	NDYX	316320	88	NDYX	316381	121	NDYX	316434
23	NDYX	315073	56	NDYX	316321	89	NDYX	316383	122	NDYX	316439
24	NDYX	315094	57	NDYX	316322	90	NDYX	316386	123	NDYX	316443
25	NDYX	315239	58	NDYX	316323	91	NDYX	316387	124	NDYX	316444
26	NDYX	315243	59	NDYX	316325	92	NDYX	316388	125	NDYX	316446
27	NDYX	315468	60	NDYX	316326	93	NDYX	316389	126	NDYX	316447
28	NDYX	315482	61	NDYX	316328	94	NDYX	316391	127	NDYX	316452
29	NDYX	315504	62	NDYX	316329	95	NDYX	316392	128	NDYX	316454
30	NDYX	315511	63	NDYX	316332	96	NDYX	316394	129	NDYX	316455
31	NDYX	315512	64	NDYX	316333	97	NDYX	316398	130	NDYX	316456
32	NDYX	315518	65	NDYX	316334	98	NDYX	316400	131	NDYX	316457
33	NDYX	315562	66	NDYX	316338	99	NDYX	316401	132	NDYX	316458

**EXHIBIT A  
TO  
MEMORANDUM OF LEASE**

**CAR NUMBERS**

133	NDYX	316462	147	NDYX	316490	161	NDYX	316510	175	NDYX	316529
134	NDYX	316463	148	NDYX	316491	162	NDYX	316511	176	NDYX	316531
135	NDYX	316467	149	NDYX	316492	163	NDYX	316512	177	NDYX	316532
136	NDYX	316468	150	NDYX	316494	164	NDYX	316514	178	NDYX	316534
137	NDYX	316469	151	NDYX	316495	165	NDYX	316516	179	NDYX	316536
138	NDYX	316472	152	NDYX	316496	166	NDYX	316518	180	NDYX	316537
139	NDYX	316473	153	NDYX	316498	167	NDYX	316519	181	NDYX	316538
140	NDYX	316474	154	NDYX	316499	168	NDYX	316520	182	NDYX	316539
141	NDYX	316475	155	NDYX	316500	169	NDYX	316521	183	NDYX	316542
142	NDYX	316480	156	NDYX	316503	170	NDYX	316522	184	NDYX	316545
143	NDYX	316483	157	NDYX	316504	171	NDYX	316523	185	NDYX	316546
144	NDYX	316484	158	NDYX	316506	172	NDYX	316524	186	NDYX	316550
145	NDYX	316486	159	NDYX	316507	173	NDYX	316526	187	NDYX	323127
146	NDYX	316489	160	NDYX	316509	174	NDYX	316527			