

FIRST UNION RAIL

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

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Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement dated January 15, 2013, 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 22264.

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: Stella-Jones Corporation
Successor by Merger with Thompson Industries, Inc.
Two Gateway Center
603 Stanwix Street, Suite 1000
Pittsburgh, PA 15222

A description of the railroad equipment covered by the enclosed document is for nine (9) flat cars 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 Rail Documentation Specialist

Enclosures

(STJO003)

VIA UPS NEXT DAY AIR

February 7, 2013

RECORDATION NO. 22264-Q FILED

FEB 08 '13 -1 49 PM

SURFACE TRANSPORTATION BOARD

ASSGN. NO.: STJO003

FEB 08 '13 -1 49 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

15th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 15th day of January, 2013, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Stella-Jones Corporation ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as March 22, 1996, as amended, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 42 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 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: [Signature]

Name: JOHN J. THOMAS

Title: PRESIDENT

ATTEST:

By: [Signature]

Name: GEORGIA FREIBURGER

Title: MGR. OF DOCUMENTATION Executed on this 15th 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 due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15th day of January, 2013.

[Signature]
Notary Public

My Commission Expires:

8-2-2014

(Notary Public)



LESSEE:

STELLA-JONES CORPORATION

By: *Douglas Fox*

Name: Douglas Fox

Title: Sr. VP Engineering Operations

ATTEST:

By: *Kris Hedling*

Name: Kris Hedling

Title: VP S&KS

Executed on this 13th day of December, 2012

[CORPORATE SEAL]

STATE OF Pennsylvania

COUNTY OF Allegheny

I, Kathleen I. Dulski, a Notary Public of the County and State aforesaid, certify that Douglas Fox 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 13th day of December, 2012

Kathleen I. Dulski
Notary Public

Commission Expires:

Sept. 7, 2015
(Notary Public)

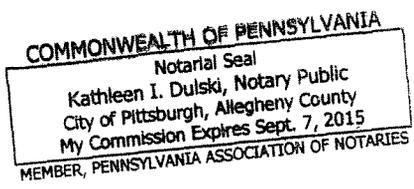


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Nine (9)

DESCRIPTION OF CARS: Centerbeam Flat Cars

CAR NUMBERS:

NOKL	732855
NOKL	732860
NOKL	732878
NOKL	732879
NOKL	732884
NOKL	732892
NOKL	732962
NOKL	732967
NOKL	732997