

RECORDATION NO. 22264-S FILED

APR 22 '13 -11 18 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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

Via Federal Express

April 17, 2013

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

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 April 11, 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 twenty-one (21) centerbeam 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 Documentation Specialist

Enclosures

(STJO004)

APR 22 '13 -11 18 AM

ASSGN. NO.: STJO004

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

11th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the day of April, 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 RiderNo. 43 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 1, 2013 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

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: VICE PRESIDENT SALES & MARKETING

By: K.A. Dombrowski

Name: K.A. Dombrowski

Title: DIRECTOR OF DOCUMENTATION Executed on this 11th day of April, 2013.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

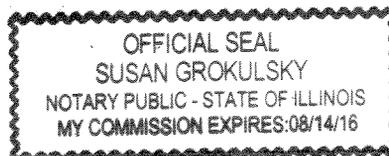
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11th day of April, 2013.

Susan Grokulska
Notary Public

My Commission Expires:

8-14-16
(Notary Public)



LESSEE:

STELLA-JONES CORPORATION

By: Douglas Fox

Name: Douglas Fox

Title: Sr. VP Engineering & Operations

ATTEST:

By: David Whitted

Name: David Whitted

Title: Director Inside Sales

Executed on this 3rd day of April, 2013

[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 3rd day of April, 2013

Kathleen I. Dulski
Notary Public

Commission Expires:

September 7, 2015
(Notary Public)

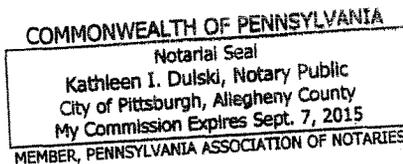


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-one (21)

DESCRIPTION OF CARS: 60' 8" 100-ton Centerbeam Flat Cars

CAR NUMBERS:

NOKL 728000
NOKL 728001
NOKL 728002
NOKL 728003
NOKL 728004
NOKL 728005
NOKL 728006
NOKL 728007
NOKL 728008
NOKL 728009
NOKL 728011
NOKL 728012
NOKL 728013
NOKL 728014
NOKL 728015
NOKL 728016
NOKL 728017
NOKL 728018
NOKL 728022
NOKL 728023
NOKL 728024
Count: 21