

RECORDATION NO 30845 FILED  
July 17, 2013 01:00 PM  
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.

SUITE 301  
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

July 18, 2013

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Master Loan and Security Agreement, dated as of July 17, 2013, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lender: Trinity Industries Leasing Company  
2525 Stemmons Freeway  
Dallas, TX 75207

Borrower: American Crude Transport Corp.  
1041 S.E. 17<sup>th</sup> Street, Ste. 300  
Fort Lauderdale, FL 33316

Section Chief  
July 18, 2013  
Page 2

A description of the railroad equipment covered by the enclosed document is:

30 tank railcars: TRPX 501 – TRPX 530.

A short summary of the document to appear in the index is:

Memorandum of Master Loan and Security Agreement.

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

MEMORANDUM OF MASTER LOAN AND SECURITY AGREEMENT

THIS MEMORANDUM OF MASTER LOAN AND SECURITY AGREEMENT (the "**Memorandum**") dated as of July 17, 2013, is made by and between Trinity Industries Leasing Company, a Delaware corporation with offices located at 2525 Stemmons Freeway, Dallas, TX 75207 ("**Lender**") and AMERICAN CRUDE TRANSPORT CORP, a Florida corporation, with offices located at 1041 S.E. 17<sup>th</sup> Street, Ste. 300, Fort Lauderdale, FL 33316 ("**Borrower**"). The parties hereto for good and valuable consideration hereby state the following:

1. Borrower and Lender are parties to that certain Master Loan and Security Agreement dated as of the date hereof (the "**Loan and Security Agreement**") (capitalized terms used herein and not otherwise defined shall have the meaning given in the Loan and Security Agreement), whereby Lender agrees to advance to Borrower certain funds to facilitate the purchase of the tank cars more specifically identified on Exhibit A attached hereto and made a part hereof (the "**Cars**").

2. Borrower's obligations under the Loan and Security Agreement and other Loan Documents are evidenced by and payable in accordance with the Loan and Security Agreement.

3. Pursuant to the terms of the Loan and Security Agreement and to secure the payment and performance of any and all of Borrower's obligations to Lender, Borrower granted to Lender a first priority security interest in the Cars, together with all accessories, accessions, attachments thereto, whether now owned or hereafter acquired, and all substitutions, renewals, replacements and improvements and all proceeds of the foregoing.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

AMERICAN CRUDE TRANSPORT CORP,  
Borrower

By: Peter R. Woolf  
Title: CFO

TRINITY INDUSTRIES LEASING COMPANY,  
Lender

By: Jeff Thomas  
Title: VP

STATE OF Florida )

COUNTY OF Broward )

On this 17<sup>th</sup> day of July, 2013, before me personally appears Pitel R. Woolf, to me personally known, who being by me duly sworn, says that he/she is a OFFICER of AMERICAN CRUDE TRANSPORT CORP, that the foregoing instrument was signed on behalf of said association, and she acknowledged that the execution of the foregoing instrument was her free act and deed.

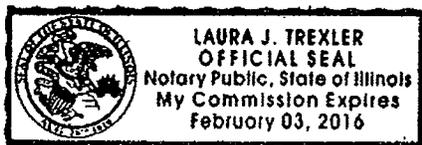


Zhi-Xia Lee  
NOTARY PUBLIC

My commission expires: May 17<sup>th</sup>, 2016

STATE OF Illinois )  
COUNTY OF COOK )ss )

On this 18 day of July, 2013, before me personally appears Jeff Kocim, to me personally known, who being by me duly sworn, says that he/she is a VP of TRINITY INDUSTRIES LEASING COMPANY, that the foregoing instrument was signed on behalf of said association, and she acknowledged that the execution of the foregoing instrument was her free act and deed.



Laura J. Trexler  
NOTARY PUBLIC

My commission expires: 2/3/16

## EXHIBIT A

Thirty (30), 28,371 gallon capacity, coiled and insulated tank cars with a 286,000 pound gross rail load built by Trinity Tank Car, Inc. in 2013 bearing reporting marks TRPX 501-530, inclusive.

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/15/13

Edward M Luria  
Edward M. Luria