

THIS INSTRUMENT PREPARED BY:

John D. Pickering
Balch & Bingham LLP
P.O. Box 306
Birmingham, Alabama 35201



20081208000460620 1/4 \$20.00
Shelby Cnty Judge of Probate, AL
12/08/2008 04:02:35PM FILED/CERT

STATE OF ALABAMA

COUNTY OF JEFFERSON

SUBLEASE AGREEMENT

THIS SUBLEASE is entered into as of December 5, 2008, ^{1/10} ~~August~~, 2007, between **Southern Rail Services, Inc.**, a Delaware corporation, whose mailing address is 1952 Shades Crest Road, Birmingham, AL 35216, hereinafter referred to as "Sublessor", and **Wheel Worx, LLC**, whose mailing address is 1952 Shades Crest Rd., Birmingham, Alabama 35216, hereinafter referred to as "Tenant".

WITNESSETH:

1. SUBLEASED PREMISES

Sublessor hereby subleases to Tenant, and Tenant hereby subleases from Landlord, for shared occupancy with Sublessor, the real property described on **Exhibit A** attached hereto (the "subleased premises").

2. TERM

Unless sooner terminated or extended to a later date pursuant to any other provision of this sublease or any written supplement or amendment hereto, the term of this sublease shall be for a period of ninety-nine (99) years, and shall commence on December 5, 2008, and terminate on December 5, 2107. Use of the words "term" and "sublease" herein shall include any renewals or extensions of this lease. If at any time Sublessor obtains fee title to the subleased premises, this sublease shall automatically convert into a direct lease between Sublessor as landlord and Tenant as tenant.

3. RENTAL

Tenant agrees to pay \$1 total rent during the term of this Sublease. Rent is due and payable in advance on the first calendar day of the Term. **Sublessor and Tenant hereby certify that Tenant is a directly subsidiary of Sublessor, that this sublease is being entered into for the business convenience of both Sublessor and Tenant, and that the \$1 rent for the entire**

Term is the actual and true consideration for this sublease and not merely a nominal rent for recording purposes.

4. USE OF PREMISES

The leased premises are leased for the purpose of permitting Tenant to place certain rail yard wheel work equipment on the subleased premises and to operate the same and for other purposes permitted by Sublessor from time to time.


5. SUBORDINATION

This lease is and shall be subject and subordinate to any present or future mortgage, or other lien created by Sublessor or Sublessor's landlord upon the subleased premises and to any renewals, refinancings, extensions or replacements thereof. Tenant agrees upon demand to execute such further instruments evidencing such subordination or attorning to the holder of any such liens, as Landlord may request. Tenant shall, in the event of the sale or assignment of Sublessor's interest in the leased premises or in the event of any proceedings brought for the foreclosure of, or in the event of exercise of the power of sale under, any mortgage made by Landlord on the leased premises, attorn to the purchaser and recognize the purchaser as Landlord under this lease.

IN WITNESS WHEREOF, Landlord and Tenant have hereunto caused this instrument to be executed as of the day and year first above written.

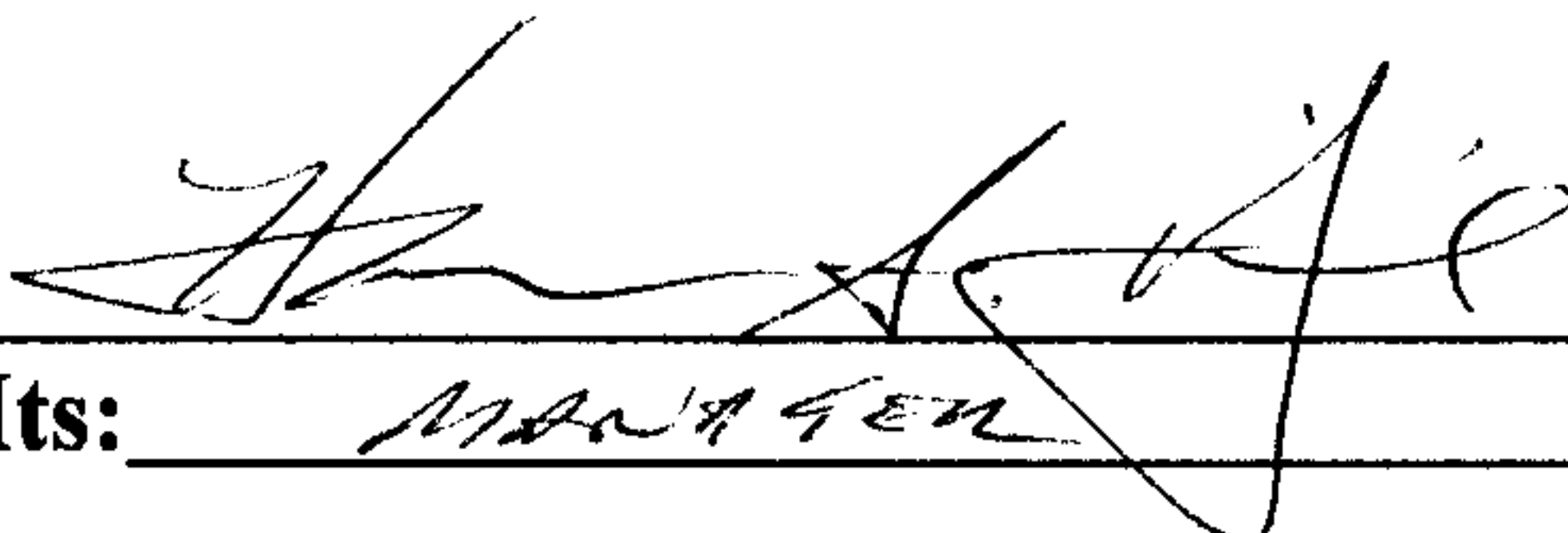
LANDLORD:

SOUTHERN RAIL SERVICES, INC.

By: 
Its: PRESIDENT


TENANT:

WHEEL WORX, LLC

By: 
Its: MANAGER

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I, Pamela G. Lee, a notary public in and for said county in said state, hereby certify that Haines O'Neil, whose name as President of **Southern Rail Services, Inc.**, a Delaware corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of such instrument, he, as such Member and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this 5th day of December, 2008.

Pamela G. Lee
Notary Public

[Notarial Seal]

My Commission Expires: 12-21-08

STATE OF ALABAMA

COUNTY OF JEFFERSON

I, Pamela G. Lee, a notary public in and for said county in said state, hereby certify that Haines O'Neil, whose name as MANAGER of **Wheel Worx, LLC**, an Alabama limited liability company, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of such instrument, he, as such Member and with full authority, executed the same voluntarily for and as the act of said limited liability company.

Given under my hand and official seal this 5th day of December, 2008.


Pamela G. Lee
Notary Public

[Notarial Seal]

My Commission Expires: 12-21-08

EXHIBIT "A"

Leased Premises


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A parcel of land situated in part of Section 20 and 21, Township 22 South, Range 2 West, Shelby County, Alabama, more particularly described as follows:

Commence at the Southwest corner of Section 21, Township 22 South, Range 2 West, and run in a Northerly direction along the West line of said Section a distance of 755.27 feet to the Northwestern right-of-way line of the Southern Railroad, being the point of beginning; thence 69 degrees 09 minutes right in a Northeasterly direction along said right-of-way, a distance of 292.32 feet; thence 00 degrees 01 minutes right in a Northeasterly direction a distance of 2,064 feet; thence 86 degrees 46 minutes left in a Northwesternly direction a distance of 175.28 feet to the Southerly right-of-way line of Woodbine Avenue; thence 93 degrees 14 minutes left in a Southwesterly direction along said right-of-way line a distance of 185.00 feet; thence 114 degrees 40 minutes right in a Northerly direction a distance of 454.68 feet; thence 90 degrees 00 minutes left in a Westerly direction a distance of 643.51 feet; thence 19 degrees 45 minutes 20 seconds right in a Northwesternly direction a distance of 54.95 feet; thence 70 degrees 14 minutes 40 seconds right in a Northerly direction a distance of 440.00 feet; thence 45 degrees 00 minutes left in a Northwesternly direction a distance of 200.00 feet; thence 45 degrees 00 minutes left in a Westerly direction a distance of 493.74 feet; thence 45 degrees left in a Southwesterly direction a distance of 329.67 feet to the Easterly right-of-way line of 18th Street; thence 45 degrees left in a Southerly direction along said right-of-way line a distance of 484.27 feet; thence 90 degrees right in a Westerly direction a distance of 260.00 feet; thence 90 degrees right in a Northerly direction a distance of 51.53 feet; thence 90 degrees left in a Westerly direction a distance of 435.34 feet; thence 90 degrees 08 minutes left in a Southerly direction a distance of 556.79 feet; thence 90 degrees 08 minutes right in a Westerly direction a distance of 450.94 feet; thence 90 degrees left in a Southerly direction a distance of 304.00 feet; thence 90 degrees right in a Westerly direction a distance of 310.87 feet; thence 108 degrees 08 minutes 50 seconds left in a Southeasterly direction a distance of 293.40 feet; thence 03 degrees 21 minutes 20 seconds right in a Southeasterly direction a distance of 203.00 feet; thence 07 degrees 16 minutes 30 seconds left in a Southeasterly direction a distance 210.18 feet; thence 02 degrees 18 minutes 40 seconds left in a Southeasterly direction a distance of 95.74 feet; thence 90 degrees 19 minutes 20 seconds left in a Northeasterly direction a distance of 357.29 feet; thence 90 degrees 01 minutes right in a Southeasterly direction a distance of 210.01 feet to said Northwesternly right-of-way line of the Southern Railroad; thence 90 degrees left in a Northeasterly direction along said right-of-way line a distance of 480.14 feet to the point of beginning; being situated in Shelby County, Alabama.

All being situated in Shelby County, Alabama.