

## FIRST UNION RAIL

One O'Hare Centre  
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October 9, 2015

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

**Re: Memorandum of Lease and Assignment**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is one (1) original pdf of a Memorandum of Lease and Assignment, dated October 9, 2015, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease and Assignment 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/Manager:	First Union Rail Corporation One O'Hare Centre 6250 River Road, Suite 5000 Rosemont, IL 60018	Lessee:	South Carolina Central Railroad Company, LLC 621 Field Pond Road Darlington, SC 29540
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Owner: ATEL Leasing Corporation  
600 Montgomery Street, 9<sup>th</sup> Floor  
San Francisco, California 94111-2711

A description of the railroad equipment covered by the enclosed document is for sixteen (16) 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 and Assignment

Please accept this E-filing and invoice our account number 22860 in the amount of \$43.00 covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

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  
Manager Contract Administration

Enclosure

(SCRF001)

ASSGN. NO. SCRF001:

MEMORANDUM OF LEASE AND ASSIGNMENT

THIS MEMORANDUM OF LEASE AND ASSIGNMENT (the "Memorandum") is made and entered into as of this the 9<sup>th</sup> day of OCTOBER, 2015, by and between First Union Rail Corporation (the "Lessor"), a North Carolina corporation, acting in its capacity as manager for ATEL Leasing Corporation, its successors and assigns, the owner of the Cars, as defined below, ("ATEL"), pursuant to a Railcar Management dated April 1, 2002, and South Carolina Central Railroad Company, LLC ("Lessee"), a South Carolina limited liability company.

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Master Lease"), dated as of October 7, 2015, whereby Lessor has agreed to lease to Lessee certain railcars as described more specifically on Exhibit A attached hereto, (the "Cars"), pursuant to Rider No. 1 (the "Rider") which Rider incorporates by reference the terms and condition of the Master Lease and is a separate and independent lease, (the "Lease"), effective as of October 7, 2015, and subject to the terms, conditions and provisions of the above-mentioned Lease.

Lessor hereby assigns and transfers to ATEL all of its right, title and interest as Lessor in the Lease, excluding from such assignment only its rights as manager of the Lease and Cars under the Railcar Management Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION,  
as MANAGER FOR  
ATEL Leasing Corporation

Name: 

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

Signature: KEITH ANDERSEN  
VICE PRESIDENT SALES

LESSEE:

SOUTH CAROLINA CENTRAL RAILROAD  
COMPANY, LLC

Name: Andrew T. Chunko

Title: President

Signature: 

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE AND ASSIGNMENT**

NUMBER OF CARS: Sixteen (16)

DESCRIPTION OF CARS: Flat Cars, 1981-Evans built log cars with extreme length of 68'7".

CAR NUMBERS:

1	NOKL	710183
2	NOKL	710184
3	NOKL	710186
4	NOKL	710187
5	NOKL	710188
6	NOKL	710189
7	NOKL	710190
8	NOKL	710191
9	NOKL	710192
10	NOKL	710193
11	NOKL	710194
12	NOKL	710195
13	NOKL	710196
14	NOKL	710197
15	NOKL	710198
16	NOKL	710199