



RECORDATION NO. 31317 FILED
AUGUST 06 , 2014 04:49 PM
SURFACE TRANSPORTATION BOARD

Mitsui Rail Capital, LLC
71 South Wacker Drive
Suite 1800
Chicago, Illinois 60606

Main (312) 803-8880
Fax (312) 803-8890

August 6, 2014

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

Dear Section Chief:

Please find attached one (1) copy of a Memorandum of Lease Agreement dated June 2, 2014 between the following parties:

Lessor: Mitsui Rail Capital, LLC
71 S. Wacker Drive, Suite 1800
Chicago, IL 60606

Lessee: The Columbus & Ohio River Rail Road Company
47849 Papermill Road
Coshocton, OH 43812

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

30 railcars as more particularly set forth in the exhibit attached to the document within the series AOK 473252 - AOK 473385.

This filing is to appear in the index as follows: Memorandum of Lease.

Please file this as a primary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of \$44.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

/S/ Christine Peterson

Christine Peterson
Manager, Contract Administration

Enclosure

**MEMORANDUM OF LEASE AGREEMENT
BETWEEN
MITSUI RAIL CAPITAL, LLC
("LESSOR")**

**AND
THE COLUMBUS & OHIO RIVER RAIL ROAD COMPANY
("LESSEE")**

JUNE 2, 2014

This Memorandum of Lease Agreement made and entered into as of June 2, 2014 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("Lessor") and The Columbus & Ohio River Rail Road Company, an Ohio corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor thirty (30) 2005 Trinity built, 50'6" Plate F Box Car, 108-Ton with 10' Plug Door Railcars bearing marks and numbers as follows:

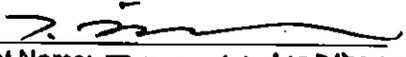
See attached Exhibit 1

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

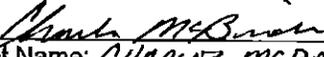
LESSOR:

MITSUI RAIL CAPITAL, LLC

By: 
Print Name: TOMOYUKI MORIYAMA
Title: Executive Director

LESSEE:

THE COLUMBUS & OHIO RIVER
RAIL ROAD COMPANY

By: 
Print Name: CHARLES MCBRIDE
Title: PRESIDENT

STATE OF ILLINOIS

COUNTY OF COOK

On this 24 day of June 2014, before me personally appeared Tomoyuki Moriyama, to me personally known, who being by me duly sworn, says that he is the Executive Director of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Christine C Peterson
NOTARY PUBLIC

My commission expires:



STATE OF Ohio

COUNTY OF Franklin

On this 10th day of June 2014, before me personally appeared Charles McBride, to me personally known, who being by me duly sworn, says that he is the President of The Columbus & Ohio River Rail Road Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Melissa Mikes
NOTARY PUBLIC

My commission expires:



Melissa Mikes
Notary Public, State of Ohio
My Commission Expires 07-09-2018

EXHIBIT 1
CAR MARKS AND NUMBERS

<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	AOK	473252
2	AOK	473267
3	AOK	473273
4	AOK	473274
5	AOK	473276
6	AOK	473277
7	AOK	473285
8	AOK	473288
9	AOK	473289
10	AOK	473292
11	AOK	473310
12	AOK	473313
13	AOK	473314
14	AOK	473316
15	AOK	473323
16	AOK	473327
17	AOK	473329
18	AOK	473332
19	AOK	473336
20	AOK	473339
21	AOK	473340
22	AOK	473341
23	AOK	473349
24	AOK	473353
25	AOK	473355
26	AOK	473357
27	AOK	473360
28	AOK	473366
29	AOK	473376
30	AOK	473385