

RECORDED 31199

MAY 08 '14 -2 43 PM

SURFACE TRANSPORTATION BOARD

# FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

VIA FEDERAL EXPRESS

May 7, 2014

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  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated April 22, 2014, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease 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 Rd., Suite 5000  
Rosemont, IL 60018

**Lessee:** Toledo, Peoria & Western Railway Corp.  
c/o Genesee & Wyoming, Inc.  
13901 Sutton Park Drive, So., Ste. 330  
Jacksonville, FL 32224

**Owner of cars in Group 2:** ATEL Leasing Corporation  
The Transamerica Pyramid  
600 Montgomery Street, 9<sup>th</sup> Floor  
San Francisco, CA 94111

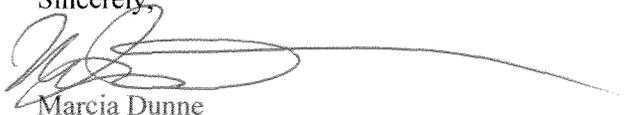
A description of the railroad equipment covered by the enclosed document is for ninety-eight (98) hopper cars; having NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$44.00 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

(TPW005)

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ASSGN. NO.: TPW 005

MEMORANDUM OF LEASE

**SUBWAY TRANSPORTATION BOARD**

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 22<sup>nd</sup> day of April, 2014, by and between First Union Rail Corporation, a North Carolina corporation, ("Lessor") as Lessor of Cars listed on Exhibit A in Group 1, and as Manager, acting in its capacity as independent contractor for ATEL Leasing Corporation ("ATEL"), Owner/Lessor of the Cars listed on Exhibit A in Group 2, and Toledo, Peoria & Western Railway Corp. ("Lessee"), a Delaware corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 22, 2014, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described more particular therein and on Exhibit A attached hereto, effective as of April 22, 2014 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

Lessor hereby assigns and transfers to ATEL all of its right, title and interest as Lessor in and to the Lease with respect to the ATEL Cars, excluding from such assignment only its rights as manager of the Lease with respect to the ATEL Cars in Group 2 under the Railcar Management Agreement between First Union Rail Corporation and ATEL Leasing Corporation.

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,  
as Lessor of Cars in Group 1, and as Manager for  
ATEL Leasing Corporation of Cars in Group 2

ATTEST:

By: [Signature]  
Name: K.A. Dombrowski  
Title: DIRECTOR OF DOCUMENTATION

By: [Signature]  
Name: RICHARD F. SEYMOUR  
Title: VICE PRESIDENT SALES & MARKETING

Executed on this 22<sup>nd</sup> day of April, 2014.

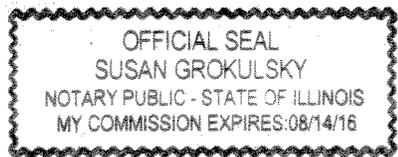
[CORPORATE SEAL]  
STATE OF ILLINOIS  
COUNTY OF COOK

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 22<sup>nd</sup> day of April, 2014.

[Signature]  
Notary Public

My Commission Expires:  
8-14-16  
(Notary Public)



LESSEE:

TOLEDO, PEORIA & WESTERN RAILWAY CORP.

ATTEST:

By: [Signature]

Name: SPENCER P. WHITE

Title: PRESIDENT

By: [Signature]

Name: DIRECTOR OF FINANCE

Title: SHAWN P. GARY

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Sangamon

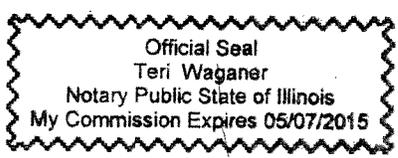
I, Teri Waganer, a Notary Public of the County and State aforesaid, certify that Spencer White personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 2<sup>ND</sup> day of April, 2014.

[Signature]  
Notary Public

Commission Expires:

5/7/15  
(Notary Public)



**EXHIBIT A**  
to  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Ninety-eight (98)

DESCRIPTION OF CARS:    Covered Hopper Cars

CAR NUMBERS:

Group 1 – First Union Rail Corporation, Lessor

1 NOKL 816897	20 NOKL 819127	39 NOKL 821876	58 NOKL 828539
2 NOKL 816898	21 NOKL 819146	40 NOKL 821895	59 NOKL 830262
3 NOKL 818912	22 NOKL 819151	41 NOKL 822115	60 NOKL 830456
4 NOKL 818935	23 NOKL 819188	42 NOKL 822286	61 NOKL 830488
5 NOKL 818960	24 NOKL 819194	43 NOKL 823370	62 NOKL 830609
6 NOKL 818963	25 NOKL 819205	44 NOKL 823381	63 NOKL 830692
7 NOKL 818965	26 NOKL 819211	45 NOKL 823384	64 NOKL 830911
8 NOKL 818994	27 NOKL 819217	46 NOKL 823386	65 NOKL 832008
9 NOKL 819001	28 NOKL 820522	47 NOKL 823401	66 NOKL 832015
10 NOKL 819006	29 NOKL 820531	48 NOKL 823432	67 NOKL 832038
11 NOKL 819012	30 NOKL 820558	49 NOKL 823561	68 NOKL 832614
12 NOKL 819037	31 NOKL 820571	50 NOKL 823670	69 NOKL 832621
13 NOKL 819041	32 NOKL 820585	51 NOKL 823676	70 NOKL 833017
14 NOKL 819045	33 NOKL 820591	52 NOKL 823694	71 NOKL 833109
15 NOKL 819048	34 NOKL 820592	53 NOKL 823758	72 NOKL 833146
16 NOKL 819061	35 NOKL 820606	54 NOKL 823760	73 NOKL 833163
17 NOKL 819063	36 NOKL 820611	55 NOKL 823947	74 NOKL 833177
18 NOKL 819096	37 NOKL 820646	56 NOKL 828448	
19 NOKL 819107	38 NOKL 820789	57 NOKL 828470	

Group 2 - ATEL Leasing Corporation, Lessor/Owner

75 NOKL 834040	81 NOKL 834447	87 NOKL 834683	93 NOKL 834701
<del>76 NOKL 834159</del>	<del>82 NOKL 834459</del>	<del>88 NOKL 834684</del>	<del>94 NOKL 834715</del>
77 NOKL 834253	83 NOKL 834514	89 NOKL 834685	95 NOKL 834732
78 NOKL 834368	84 NOKL 834554	90 NOKL 834687	96 NOKL 834738
79 NOKL 834369	85 NOKL 834610	91 NOKL 834695	97 NOKL 834748
80 NOKL 834446	86 NOKL 834675	92 NOKL 834696	98 NOKL 834757