

RECORDATION NO. 25404A FILED

FEB 07 '06

11-57 AM

**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
URBAN A. LESTER

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)

February 7, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 21, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 25404. The earlier document inadvertently designated the Lessor as The Andersons, Inc., rather than NARCAT, LLC.

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

Lessor: NARCAT LLC  
Suite R  
480 West Dussel Drive  
Maumee, Ohio 43537

Lessee: C&J Railroad Company  
(d/b/a Mississippi Delta Railroad  
1710-L East 10th Street  
Jeffersonville, Illinois 47130

Mr. Vernon A. Williams  
February 7, 2006  
Page 2

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

20 boxcars within the series GNRR 043573 - GNRR 043696 and GNRR 602007 - GNRR 602019 as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Lease.

Also enclosed is a check in the amount of \$33.00 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,



Robert W. Alvord

RWA/anm  
Enclosures

25404-11-12-05

RECORDATION NO. 25404-A FILED

FEB 07 '06

11-57 AM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE**

**WITNESSETH**

This Memorandum of Lease is entered into as of the 21<sup>st</sup> day of December, 2005, by and between NARCAT LLC, a Delaware limited liability company, having its principal place of business at Suite R, 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and C&J Railroad Company dba Mississippi Delta Railroad, an Indiana corporation, having its principal place of business at 1710-L E. 10th Street, Jeffersonville, Illinois 47130 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Per Diem Lease Agreement dated December 21, 2004 (the "Master Lease"), and Deal #C00909 dated effective as of January 1, 2006 (the "Schedule"), whereby Lessor leases to Lessee twenty (20) railcars bearing railroad reporting marks as noted on attached Exhibit "A."
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Master Lease and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

***[Signature Pages to Follow]***

Each party, pursuant to due corporate authority, has caused this Lease to be executed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this Lease was the free act of the corporation, the foregoing is true and correct and that this Lease was executed on the date indicated below.

**LESSEE:**

**C&J RAILROAD COMPANY  
dba MISSISSIPPI DELTA RAILROAD**

By: Reggie Howell

Title: PRESIDENT

STATE OF INDIANA )

COUNTY OF CLARK ) SS:

The foregoing instrument was acknowledged before me this 21st day of December, 2005, by REGGIE HOWELL, the PRESIDENT of C&J Railroad Company dba Mississippi Delta Railroad, a Florida corporation, on behalf of the corporation.

*Elizabeth A. Armstrong*  
**Notary Public**  
ELIZABETH A. ARMSTRONG  
Notary Public, Clark Co., IN  
My Comm. Expires Mar. 20, 2011

(Remainder of Page Intentionally Blank)

LESSOR:

NARCAT LLC

By: Rasesh H. Shah  
Printed

Name: Rasesh H. Shah

Title: Manager

Date: ~~12/4/06~~ 1/4/06  
RS

STATE OF OHIO )

COUNTY OF LUCAS ) SS:

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of January, 2006, by Rasesh H. Shah, the Manager of NARCAT LLC, a Delaware limited liability company, on behalf of the company.



Julie Ann Dibble  
Notary Public

JULIE ANN DIBBLE  
Notary Public, State of Ohio  
My Commission Expires 08-20-2010

(Remainder of Page Intentionally Blank)

**EXHIBIT "A"**

C&J Railroad Company  
dba Mississippi Delta Railroad  
Twenty (20) Boxcars

Deal #C00909

1	GNRR043573
2	GNRR043575
3	GNRR043581
4	GNRR043585
5	GNRR043654
6	GNRR043657
7	GNRR043658
8	GNRR043659
9	GNRR043660
10	GNRR043661
11	GNRR043664
12	GNRR043667
13	GNRR043673
14	GNRR043674
15	GNRR043692
16	GNRR043696
17	GNRR602007
18	GNRR602011
19	GNRR602012
20	GNRR602019

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: February 7, 2006



\_\_\_\_\_  
Robert W. Alvord