

SEP 26 '08

2-22 PM

FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

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

September 24, 2008

Ms. Anne K. Quinlan  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20024  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Ms. Quinlan:

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 August 6, 2008, 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: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Buffalo & Pittsburgh Railroad, Inc.  
c/o Genesee & Wyoming, Inc.  
4337 Pablo Oaks Court, Suite 102  
Jacksonville, FL 32224

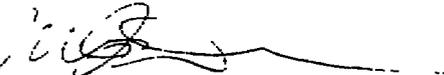
A description of the railroad equipment covered by the enclosed document is eighteen (18) 2494 cu. ft. capacity gondola cars; having NOKL marks (see Exhibit A for numbers).

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

Also enclosed is a check in the amount of \$41.00 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  
Sr. Rail Documentation Specialist

Enclosure  
(BPRR001)

ASSGN. NO.: BPRR001

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6<sup>th</sup> day of August, 2008, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Buffalo & Pittsburgh Railroad, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 6, 2008, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 6, 2008 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR  
VICE PRESIDENT SALES & LEASING

ATTEST:

By: Susan Grokulska

Name: SUSAN GROKULSKY  
ASSISTANT DIRECTOR  
Title: OF DOCUMENTATION

Executed on this 6<sup>th</sup> day of August, 2008

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F SEYMOUR 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 6<sup>th</sup> day of August, 2008.

Georgia Freiburger  
Notary Public

My Commission Expires:  
6-2012  
(Notary Public)



**LESSEE:**

BUFFALO & PITTSBURGH RAILROAD, INC.

ATTEST:

By: [Signature]

Name: David Collins

Title: President

By: [Signature]

Name: Ronald Klein

Title: V.P. - Marketing

Executed on this 30<sup>th</sup> day of July, 2008.

[CORPORATE SEAL]

STATE OF NEW YORK

COUNTY OF MONROE

I, GAIL LAURSEN, a Notary Public of the County and State aforesaid, certify that DAVID COLLINS 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 30<sup>th</sup> day of July, 2008.

[Signature]  
Notary Public

Commission Expires:

April 30, 2010  
(Notary Public)

GAIL E. LAURSEN  
Notary Public, State of New York  
Qualified in Livingston County  
My Commission Expires April 30, 2010

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

**NUMBER OF CARS:**           Eighteen (18)

**DESCRIPTION OF CARS:**   52'6", 100-ton truck, 2494 cu. ft. capacity gondola cars, 268 GRL

**CAR NUMBERS:**

NOKL 315715  
NOKL 315717  
NOKL 315719  
NOKL 315721  
NOKL 315722  
NOKL 315723  
NOKL 315724  
NOKL 315725  
NOKL 315730  
NOKL 315732  
NOKL 315734  
NOKL 315738  
NOKL 315744  
NOKL 315754  
NOKL 315755  
NOKL 315757  
NOKL 315759  
NOKL 315761