

RECORDATION NO. 27948 FILED

MAY 28 '09

12-48 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

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

May 26, 2009

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

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 dated May 15, 2009, 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: The Columbus and Ohio River Railroad
c/o Genesee & Wyoming Inc.
13901 Sutton Park Drive South, Suite 180
Jacksonville, FL 32224

A description of the railroad equipment covered by the enclosed document is for thirty five (35) 50' 286 GRL Plate "F" boxcars: having NOKI 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 \$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
Senior Rail Documentation Specialist

Enclosure
(1 of 10)

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ASSGN. NO.: CUOH001

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 15th day of May, 2009, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and The Columbus and Ohio River Railroad ("Lessee"), an OHIO corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of February 19, 2009, 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 February 19, 2009, 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 & MARKETING

Title: _____

ATTEST:

By: K. A. Dombrowski

Name: K. A. DOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION

Executed on this 15th day of May, 2009.

[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 15th day of May, 2009.

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

THE COLUMBUS AND OHIO RIVER RAILROAD

ATTEST:

By: [Signature]
Name: David Collins
Title: President

By: _____
Name: _____
Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF Ohio
COUNTY OF Coshocton

I, Kimberly R. Wright, a Notary Public of the County and State aforesaid, certify that David S. 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 8 day of May, 2009.

[Signature]
Notary Public

Commission Expires:
July 17 2013
(Notary Public)



Kimberly R. Wright
Notary Public, State of Ohio
My Commission Expires
July 17, 2013

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty-five (35)

DESCRIPTION OF CARS: 50' 286 GRL Plate "F" boxcars with 12' doors

CAR NUMBERS:

NOKL 570256	NOKL 571121
NOKL 570270	NOKL 571123
NOKL 570286	NOKL 571129
NOKL 570303	NOKL 571138
NOKL 570306	NOKL 571145
NOKL 570307	NOKL 571150
NOKL 570308	NOKL 571153
NOKL 570316	NOKL 571154
NOKL 570345	NOKL 571160
NOKL 570351	NOKL 571166
NOKL 570355	NOKL 571167
NOKL 570381	NOKL 571170
NOKL 570396	NOKL 571171
NOKL 571100	NOKL 571178
NOKL 571102	NOKL 571183
NOKL 571105	NOKL 571186
NOKL 571111	NOKL 571199
NOKL 571120	