

RECORDATION NO. 24199-I FILED

JUN 27 '03

1-00 PM

VIA UPS 2<sup>nd</sup> DAY AIR

## FIRST UNION RAIL

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

Tel 847.318.7575  
Fax 847.318.7588

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

### SURFACE TRANSPORTATION BOARD

June 25, 2003



**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated February 25, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 24199.

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

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Georgia Southwestern Railroad  
216 Long Drive  
Smithville, GA 31787

A description of the railroad equipment covered by the enclosed document is one hundred one (101) 4750 cubic foot capacity covered hopper cars, with 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 \$30.00 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 or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Romo  
Manager of Documentation

Enclosures

(GSR015)

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ASSGN. NO.: GSWR015  
MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 25<sup>th</sup> day of February, 2003 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Georgia Southwestern Railroad, a Delaware corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of March 1, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 10 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of February 2003, 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

ATTEST:

By: K.A. Sombrowski  
Name: K.A. SOMBROWSKI  
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 25<sup>th</sup> day of February, 2003

[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 25<sup>th</sup> day of February, 2003.

Susan Grokulska  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



LESSEE:

GEORGIA SOUTHWESTERN RAILROAD

ATTEST:

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By: Terry R. Small  
Name: TERRY R. SMALL  
Title: PRESIDENT

Executed on this 19<sup>th</sup> day of February, 2003.

[CORPORATE SEAL]

STATE OF Georgia  
COUNTY OF Lee

I, Lisa Bamister, a Notary Public of the County and State aforesaid, certify that Terry R. Small 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 19<sup>th</sup> day of February, 2003.

Lisa Bamister  
Notary Public

My Commission Expires:  
Notary Public, Lee County, GA  
My Commission Expires Jan. 14, 2007  
(Notary Public)

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

NUMBER OF CARS: One hundred one (101)

DESCRIPTION OF CARS: 4750 cubic foot capacity, covered hopper cars, equipped with gravity gates and trough hatches.

CAR NUMBERS:

NOKL 3086	NOKL 823089	NOKL 828429	NOKL 830443
NOKL 3133	NOKL 823363	NOKL 828473	NOKL 830451
NOKL 3227	NOKL 823396	NOKL 828490	NOKL 830518
NOKL 3629	NOKL 823407	NOKL 828493	NOKL 830523
NOKL 820537	NOKL 823449	NOKL 828512	NOKL 830531
NOKL 820552	NOKL 823566	NOKL 828634	NOKL 830644
NOKL 820574	NOKL 824055	NOKL 828645	NOKL 830693
NOKL 820602	NOKL 824271	NOKL 828680	NOKL 830697
NOKL 820637	NOKL 824378	NOKL 828685	NOKL 830742
NOKL 820649	NOKL 824462	NOKL 828906	NOKL 830912
NOKL 821993	NOKL 826407	NOKL 829430	NOKL 831127
NOKL 822039	NOKL 826409	NOKL 829834	NOKL 832036
NOKL 822300	NOKL 826504	NOKL 830212	NOKL 832177
NOKL 822406	NOKL 826682	NOKL 830216	NOKL 832324
NOKL 822407	NOKL 827749	NOKL 830224	NOKL 832328
NOKL 822444	NOKL 827901	NOKL 830225	NOKL 832382
NOKL 822477	NOKL 827902	NOKL 830227	NOKL 832476
NOKL 822478	NOKL 827903	NOKL 830237	NOKL 832688
NOKL 822482	NOKL 827904	NOKL 830240	NOKL 832701
NOKL 822490	NOKL 827905	NOKL 830243	NOKL 832969
NOKL 822492	NOKL 827906	NOKL 830244	NOKL 833023
NOKL 822493	NOKL 827907	NOKL 830252	NOKL 833399
NOKL 822502	NOKL 828026	NOKL 830255	NOKL 839076
NOKL 822518	NOKL 828193	NOKL 830258	Count: 101
NOKL 823008	NOKL 828408	NOKL 830297	
NOKL 823053	NOKL 828415	NOKL 830314	