

RECORDATION NO. 26311 FILED

APR 26 '06 2-12 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

April 26, 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 April 5, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: NARCAT LLC  
480 W. Dussel Drive, Suite R  
Maumee OH 43537

Lessee: CG Railway, Inc.  
650 Poydras Street, Suite 1700  
New Orleans LA 70130

Mr. Vernon A. Williams  
April 26, 2006  
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A description of the railroad equipment covered by the enclosed document  
is:

12 covered hoppers: CGR 1000 – CGR 1012, excluding CGR 1003.

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

Memorandum of Lease.

Also enclosed is a check in the amount of \$34.00 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,



Edward Luria

RWA/sem  
Enclosures

APR 26 '06 2-12 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE**

**WITNESSETH**

This Memorandum of Lease is entered into as of the 5<sup>th</sup> day of April, 2006, by and between NARCAT LLC, an Delaware corporation, having its principal place of business at Suite R, 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and CG Railway, Inc., a Delaware corporation, having its principal place of business at 650 Poydras St., Suite 1700, New Orleans, Louisiana 70130 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement dated effective as of September 1, 2005 (the "Master Lease"), and Rider Deal #C00741 dated effective as of September 1, 2005 (the "Assigned Schedule"), whereby Lessor leases to Lessee twelve (12) 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 Lease Agreement 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:**

CG RAILWAY, INC.

By: Kevin Wild Kevin Wild

Title: Vice President

Date: March 31, 2006

STATE OF LOUISIANA )

PARISH  
COUNTY OF ORLEANS ) SS:

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of March, 2006, by Kevin Wild, the Vice President of CG Railway, Inc., a Delaware corporation, on behalf of the corporation.

  
\_\_\_\_\_  
Notary Public

H. HUGHES GREHAN  
NOTARY PUBLIC  
State of Louisiana  
My Commission Is Issued For Life  
La. Bar Roll No. 20839

Lessor:

NARCAT LLC

By: Rasesh H. Shah

Printed

Name: Rasesh H. Shah

Title: Manager

Date: 4/5/06

STATE OF OHIO )

COUNTY OF LUCAS )

SS:

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of April, 2006, by Rasesh H. Shah, the Manager of NARCAT LLC, on behalf of the company.



Julie Ann Dibble  
Notary Public

JULIE ANN DIBBLE  
Notary Public, State of Ohio  
My Commission Expires 03-20-2010

**EXHIBIT "A"**

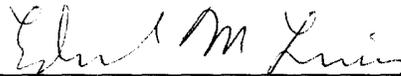
**CG Railway, Inc.  
12 Covered Hoppers  
Deal #C00741**

	<b>Prior Stencil</b>		<b>New Stencil</b>	
1	RMGX	000101	CGR	1000
2	RMGX	000103	CGR	1001
3	RMGX	000106	CGR	1002
4	RMGX	000137	CGR	1004
5	RMGX	000225	CGR	1005
6	RMGX	888808	CGR	1006
7	WCOR	076269	CGR	1007
8	ANGX	001000	CGR	1008
9	SPSX	888979	CGR	1009
10	SPSX	889794	CGR	1010
11	SPSX	889982	CGR	1011
12	RCPX	171242	CGR	1012

**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: April 26, 2006

A handwritten signature in cursive script, appearing to read "Edward M. Luria", written over a horizontal line.

Edward M. Luria