

RECORDATION NO. 23488-A FILED

SEP 25 '06

2-37 PM



SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR

September 21, 2006

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 500
Rosemont, IL 60018-4214

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

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 of a Memorandum of Lease Agreement, dated June 27, 2006, 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 23488. 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: Reames & Son Construction Company, Inc.
1208 Cypress Street
Valdosta, GA 31603-0546

A description of the railroad equipment covered by the enclosed document is forty-three (43) 100 ton, 2300 cu. ft. open-top hopper Cars marked FURX (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 \$34.00 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) 384-5375. Thank you for your cooperation in this matter.

Sincerely,

Janice Enolva
Manager of Documentation

Enclosures

(REAM007)

SEP 25 '06

2-37 PM

ASSGN. NO.: REAM007

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD 27th

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 27th day of June, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and REAMES & SON CONSTRUCTION COMPANY, INC., ("Lessee"), a Georgia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 4, 2000, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 27, 2006, 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: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

By: Susan Grokulska

Name: SUSAN GROKULSKY

Title: MGR. OF DOCUMENTATION Executed on this 27th day of June, 2006

[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 27th day of June, 2006.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

REAMES & SON CONSTRUCTION COMPANY, INC

ATTEST:

By: D. Jeff Reames

Name: D. Jeff Reames, President

By: Sharon P. Smith

Title: _____

Name: _____

Title: _____

Executed on this 22 day of June, 2006

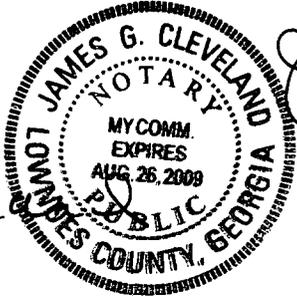
[CORPORATE SEAL]

STATE OF Georgia

COUNTY OF Lowndes

I, James G. Cleveland, a Notary Public of the County and State aforesaid, certify that D. Jeff Reames 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 22 day of June, 2006



James G. Cleveland
Notary Public

Commission Expires:

James G. Cleveland
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Forty-three (43)

DESCRIPTION OF CARS: 100-ton, 2300 cu. ft., automatic discharge, Open-top Hopper Cars

CAR NUMBERS:

FURX 911075	FURX 911144
FURX 911104	FURX 911145
FURX 911107	FURX 911146
FURX 911108	FURX 911147
FURX 911109	FURX 911148
FURX 911110	FURX 911152
FURX 911112	FURX 911155
FURX 911113	FURX 911159
FURX 911117	FURX 911160
FURX 911119	FURX 911162
FURX 911123	FURX 911164
FURX 911124	FURX 911165
FURX 911125	FURX 911166
FURX 911128	FURX 911167
FURX 911129	FURX 911170
FURX 911130	FURX 911175
FURX 911133	FURX 911176
FURX 911135	FURX 911179
FURX 911136	FURX 911180
FURX 911139	FURX 911181
FURX 911140	FURX 911182
FURX 911143	