

RECORDATION NO 27122 FILED

AUG 17 '07

4-30 PM

SURFACE TRANSPORTATION BOARD



## FIRST UNION RAIL

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

Tel. 847.318.7575  
Fax. 847.318.7588

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

August 15, 2007

Mr. Vernon Williams  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20024  
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 two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated February 20, 2007, 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: Columbus & Greenville Railway  
201 19<sup>th</sup> Street North  
Columbus, MS 39703

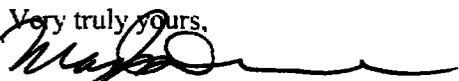
A description of the railroad equipment covered by the enclosed document is fifty (50) gondola covered coil cars with CAGY marks (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$35.00 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.

Very truly yours,

  
Marcia Dunne  
Rail Documentation Specialist

Enclosures  
(CAGY003)

ASSGN. NO.: CAGY003

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 20th day of February, 2007, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Columbus & Greenville Railway ("Lessee"), a Mississippi corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of February 20, 2007, 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 20, 2007, 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  
Vice President Sales & Marketing

By: Susan Grokulska Title: \_\_\_\_\_  
Name: SUSAN GROKULSKY

Title: ASST. DIRECTOR DOCUMENTATION Executed on this 9<sup>th</sup> day of April, 2007.

[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 9<sup>th</sup> day of April, 2007.

Georgia Freiburger  
Notary Public

Commission Expires:  
5-2008  
(Notary Public)



LESSEE:

COLUMBUS & GREENVILLE RAILWAY

ATTEST:

By: Roger D. Bell

Name: Roger D. Bell

Title: President + CEO

By: Shelia M. Cain

Name: Shelia M. Cain

Title: Corporate Secretary

Executed on this 3<sup>rd</sup> day of April, 2007.

[CORPORATE SEAL]

STATE OF Mississippi

COUNTY OF Clay

I, Vernon H. Shupert, a Notary Public of the County and State aforesaid, certify that Roger D. Bell 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 3<sup>rd</sup> day of April, 2007.

Vernon H. Shupert  
Notary Public

Commission Expires:

February 5, 2008  
(Notary Public)

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

**NUMBER OF CARS:** Fifty (50)

**DESCRIPTION OF CARS:** National Steel Car built new, covered coil cars with steel insulated cover and 4 coil stops, 42' longitudinal trough.

**CAR NUMBERS:** CAGY 4001-4050