

FEB 07 '08

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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  
www.firstunionrail.com

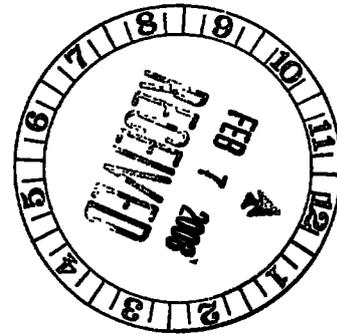
VIA UPS 2<sup>nd</sup> DAY AIR

February 5, 2008

Mr. Vernon E. 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 three (3) originals of a Memorandum of Lease Agreement, dated July 12, 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 Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Detroit Connecting Railroad Company  
38235 N. Executive Drive  
Westland, MI 48185

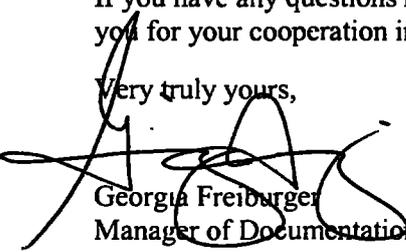
A description of the railroad equipment covered by the enclosed document is fifty (50) 52' gondola cars, with NOKL marks (see Exhibit A for car numbers).

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) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

  
Georgia Freiburger  
Manager of Documentation

Enclosures  
(DCON001)

ASSGN. NO.: DCON001

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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 3<sup>rd</sup> day of October, 2007, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Detroit Connecting Railroad Company ("Lessee"), a Michigan corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 9, 2003, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 3, 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

By: Richard F. Seymour

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

ATTEST:

By: Susan Grokulsky

Name: SUSAN GROKULSKY

Title: ASST. DIRECTOR OF DOCUMENTATION Executed on this 5<sup>th</sup> day of October, 2007.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

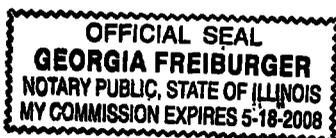
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 5<sup>th</sup> day of October, 2007.

Georgia Freiburger  
Notary Public

My Commission Expires:

5-2008  
(Notary Public)



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LESSEE:

DETROIT CONNECTING RAILROAD COMPANY

ATTEST:

By: Mark W. Dobronski

Name: Mark W. Dobronski

Title: President

By: Arthur W. Single II

Name: Arthur W. Single II

Title: Secretary

Executed on this 3rd day of October, 2007.

[CORPORATE SEAL]

STATE OF MICHIGAN

COUNTY OF WAYNE

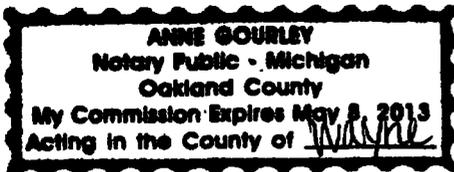
I, Anne Gourley, a Notary Public of the County and State aforesaid, certify that MARK W. DOBRONSKI personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3rd day of October, 2007.

Anne Gourley  
Notary Public

Commission Expires:

May 8, 2013  
(Notary Public)



[Handwritten mark]

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

NUMBER OF CARS:           Fifty (50)

DESCRIPTION OF CARS:    52' gondola cars with 286 GRL.

CAR NUMBERS:

NOKL 320128	NOKL 320477
NOKL 320149	NOKL 320479
NOKL 320212	NOKL 320480
NOKL 320221	NOKL 320481
NOKL 320222	NOKL 320482
NOKL 320223	NOKL 320484
NOKL 320225	NOKL 320486
NOKL 320234	NOKL 320489
NOKL 320236	NOKL 320491
NOKL 320240	NOKL 320492
NOKL 320241	NOKL 320493
NOKL 320245	NOKL 320494
NOKL 320246	NOKL 320497
NOKL 320250	NOKL 320499
NOKL 320255	NOKL 320500
NOKL 320261	NOKL 320501
NOKL 320272	NOKL 320502
NOKL 320277	NOKL 320503
NOKL 320283	NOKL 321552
NOKL 320289	NOKL 321553
NOKL 320291	NOKL 321558
NOKL 320292	NOKL 321560
NOKL 320293	NOKL 322036
NOKL 320296	NOKL 322046
NOKL 320456	NOKL 322145