

RECORDATION NO 27570 FILED

JUL 14 '08

12-26 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

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

VIA UPS 2nd DAY AIR

July 10, 2008

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) certified copies and one (1) copy of a Memorandum of Lease Agreement dated February 29, 2008, 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: Standard General Inc.
23 Bellerose Drive
St. Albert, AB
T8N 5E1 CANADA

A description of the railroad equipment covered by the enclosed document is two hundred (200) 2400 cubic foot open hopper cars, with FURX marks (see Exhibit A for number).

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 certified copy 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.

Sincerely,

Marcia Dunne
Rail Sr. Documentation Specialist

Enclosure
(STGE001)

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ASSGN. NO.: STGE001

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 29th day of February, 2008, by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Standard General Inc. ("Lessee"), an Alberta corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of February 29 2008, 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 29, 2008, 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: Susan A. Barrie

Name: Susan A. Barrie

Title: Regional Vice-President, Sales

ATTEST:

By: Gordon Hopkins

Name: Gordon Hopkins

Title: Director Sales

Executed on this 29th day of February 2008.

[CORPORATE SEAL]

PROVINCE OF QUEBEC

I, Gordon Hopkins, a Commissioner of Oaths of the Province aforesaid, certify that Susan A. Barrie personally appeared before me this day and acknowledged her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 29 day of FEB, 2008.

Gordon Hopkins
Commissioner of Oaths

My Commission Expires:

July 21, 2009
(Commissioner of Oaths)



EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Two hundred (200).

DESCRIPTION OF CARS: 2,400 cu.ft., 286,000 lb. capacity, open top hopper cars.

CAR NUMBERS: FURX 912500-912699, inclusive.

CERTIFICATION OF RECORDS

I, Susan Grokulsky, certify that I am the custodian of records for First Union Rail Corporation and that I have examined the attached copy of the Memorandum of Lease dated as of February 29, 2008, between First Union Rail Corporation (Lessor) and Standard General Inc. (Lessee) and that the same is a true and accurate copy of the original Memorandum of Lease Agreement relating to said lease.

Susan Grokulsky

STATE OF ILLINOIS

COUNTY OF COOK

I, Georgia Freiburger, a Notary Public of the County and State aforesaid, certify that Susan Grokulsky personally appeared before me this day and acknowledged his/her due execution of the foregoing Certification of Records.

WITNESS my hand and official stamp or seal, this 20th day of June, 2008.

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)

