

FIRST UNION RAIL

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

RECORDATION NO. 24197-F FILED

OCT 23 '08 -3 37 PM

SURFACE TRANSPORTATION BOARD



October 22, 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) originals and one (1) copy of a Memorandum of Lease Agreement dated October 15, 2008, 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 Surface Transportation Board under Recordation Number 24197.

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: Iowa, Chicago & Eastern Railroad Corporation
140 N. Phillips Avenue
Sioux Falls, SD 57104

A description of the railroad equipment covered by the enclosed document is one hundred thirty three (133) 4600-4750 cu. ft. capacity, covered hopper 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 \$41.00 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.

Sincerely,

Marcia Dunne
Sr. Rail Documentation Specialist

Enclosures

(ICE008)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 15th day of October, 2008, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Iowa, Chicago & Eastern Railroad Corporation ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 15, 2002 Lessee, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 8 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 1, 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

ATTEST:

By: Richard F. Seymour

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

By: Susan Grokulska
Name: SUSAN GROKULSKY
Title: ASST. DIRECTOR OF DOCUMENTATION

Executed on this 15th day of October, 2008.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, Jamie L. Enolva, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15th day of OCTOBER, 2008.

Jamie L. Enolva
Notary Public

My Commission Expires:
5-18-2010
(Notary Public)

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STATE OF ILLINOIS TRANSPORTATION BOARD

LESSEE:

IOWA, CHICAGO & EASTERN RAILROAD CORPORATION

By: John B Gabel

Name: JOHN B GABEL

Title: ANP Cust Serv & Equip Mgmt

ATTEST:

By: Joelle Messling

Name: Joelle Messling

Title: Admin Assistant

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF South Dakota

COUNTY OF Minnehaha

I, Cynde A. Jervik, a Notary Public of the County and State aforesaid, certify that John Gabel personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9 day of October, 2008.

Cynde A. Jervik
Notary Public

Commission Expires:

6-15-12
(Notary Public)

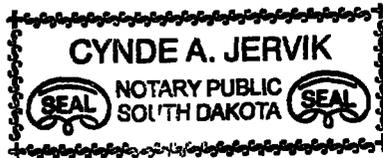


EXHIBIT A to MEMORANDUM OF LEASE

- I. NUMBER OF CARS: One hundred thirty-three (133)
- II. DESCRIPTION OF CARS: 4600 - 4750 cu. ft. capacity covered hopper cars with trough hatches and gravity gates, maximum weight on rail of 263,000 and 268,000 lbs.
- III. CAR NUMBERS:
- | | | | |
|-------------|-------------|-------------|-------------|
| NOKL 003108 | NOKL 821567 | NOKL 822780 | NOKL 830913 |
| NOKL 003110 | NOKL 821568 | NOKL 822785 | NOKL 831027 |
| NOKL 003112 | NOKL 821573 | NOKL 822792 | NOKL 831028 |
| NOKL 003113 | NOKL 821575 | NOKL 822809 | NOKL 831032 |
| NOKL 003114 | NOKL 821577 | NOKL 822816 | NOKL 831033 |
| NOKL 003116 | NOKL 821583 | NOKL 822824 | NOKL 831035 |
| NOKL 003117 | NOKL 821587 | NOKL 822825 | NOKL 831036 |
| NOKL 003119 | NOKL 821597 | NOKL 822828 | NOKL 831040 |
| NOKL 003120 | NOKL 821598 | NOKL 822829 | NOKL 831043 |
| NOKL 003122 | NOKL 821604 | NOKL 822831 | NOKL 831044 |
| NOKL 003123 | NOKL 821631 | NOKL 822836 | NOKL 831212 |
| NOKL 003125 | NOKL 821650 | NOKL 822839 | NOKL 832711 |
| NOKL 003126 | NOKL 821652 | NOKL 822841 | NOKL 833310 |
| NOKL 003127 | NOKL 821654 | NOKL 822843 | NOKL 833311 |
| NOKL 003127 | NOKL 821659 | NOKL 822863 | |
| NOKL 003131 | NOKL 821661 | NOKL 822872 | |
| NOKL 003135 | NOKL 821663 | NOKL 822891 | |
| NOKL 003136 | NOKL 821666 | NOKL 822931 | |
| NOKL 003138 | NOKL 821675 | NOKL 823006 | |
| NOKL 003141 | NOKL 821687 | NOKL 823098 | |
| NOKL 003142 | NOKL 821691 | NOKL 824375 | |
| NOKL 003145 | NOKL 821696 | NOKL 826075 | |
| NOKL 816401 | NOKL 821699 | NOKL 826083 | |
| NOKL 816406 | NOKL 821712 | NOKL 826113 | |
| NOKL 816407 | NOKL 821714 | NOKL 826141 | |
| NOKL 816410 | NOKL 821720 | NOKL 826166 | |
| NOKL 816413 | NOKL 821731 | NOKL 826170 | |
| NOKL 816415 | NOKL 821823 | NOKL 826171 | |
| NOKL 816416 | NOKL 821849 | NOKL 826186 | |
| NOKL 816418 | NOKL 821869 | NOKL 826192 | |
| NOKL 816425 | NOKL 821889 | NOKL 826196 | |
| NOKL 816432 | NOKL 821940 | NOKL 827577 | |
| NOKL 816437 | NOKL 822202 | NOKL 827579 | |
| NOKL 816438 | NOKL 822753 | NOKL 827592 | |
| NOKL 816439 | NOKL 822760 | NOKL 827596 | |
| NOKL 816441 | NOKL 822767 | NOKL 827597 | |
| NOKL 816442 | NOKL 822767 | NOKL 827599 | |
| NOKL 821533 | NOKL 822773 | NOKL 827846 | |
| NOKL 821535 | NOKL 822773 | NOKL 828754 | |
| NOKL 821535 | NOKL 822774 | NOKL 829244 | |
| NOKL 821538 | NOKL 822775 | | |
| NOKL 821542 | NOKL 822776 | | |
| NOKL 821566 | NOKL 822778 | | |