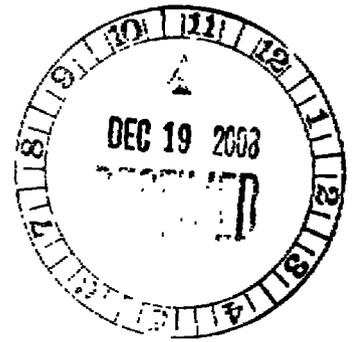


RECORDATION NO. 27765 FILED

DEC 22 '08 -10 46 AM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

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

VIA UPS 2nd DAY AIR

December 16, 2008

Ms. Anne K. Quinlan
Surface Transportation Board
395 F 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 November 21, 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: Chicago Southshore & South Bend Railroad
505 North Carroll Avenue
Michigan City, IN 46360

A description of the railroad equipment covered by the enclosed document is ninety (90) flat cars, with CSS 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.

Best regards,

A handwritten signature in black ink, appearing to read "Marcia Dunne".

Marcia Dunne
Sr. Rail Documentation Specialist

Enclosure
CSSB/E

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 21st day of November, 2008, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Chicago Southshore & South Bend Railroad ("Lessee"), an Indiana General Partnership.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 21, 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 November 21, 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: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: VICE PRESIDENT - OPERATIONS

ATTEST:

By: Janice L. Endler

Name: Janice L. Endler

Title: Manager of Documentation

Executed on this 21st day of November, 2008.

[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.

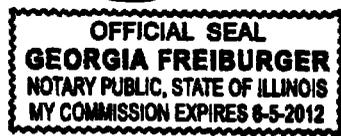
WITNESS my hand and official stamp or seal, this 21st day of November, 2008.

Georgia Freiburger
Notary Public

RECORDATION NO 27765 FILED

DEC 22 '08 -10 46 AM

SURFACE TRANSPORTATION BOARD



My Commission Expires:
6-2012
(Notary Public)

ASSGN. NO.: CSS001

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the ___ day of ___, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Chicago Southshore & South Bend Railroad ("Lessee"), an Indiana General Partnership.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of ___, 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 ___, 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: _____

Name: _____

By: _____

Title: _____

Name: _____

Title: _____

Executed on this ___ day of _____, ____.

[CORPORATE SEAL]

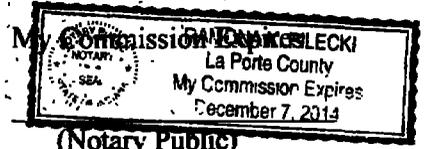
STATE OF Indiana

COUNTY OF La Porte

I, Ramon Fleck, a Notary Public of the County and State aforesaid, certify that Henry Lampe 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 14th day of November, 2008.

Ramon Fleck
Notary Public



LESSEE:

CHICAGO SOUTHSORE & SOUTH BEND RAILROAD

ATTEST:

By: Henry B. Lampe

Name: HENRY B. LAMPE

Title: PRESIDENT

By: Charles T. Compton

Name: Charles T. Compton

Title: V.P. Business Dev.

Executed on this 14 day of November, 2003.

[CORPORATE SEAL]

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public of the County and State aforesaid, certify that _____ 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 _____ day of _____, _____.

Notary Public

My Commission Expires:

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Ninety (90)

DESCRIPTION OF CARS: 100-ton general service flat cars.

CAR NUMBERS: CSS 19000 – 19089 inclusive