

RECORDATION NO 27122-A FILED

SEP 25 '09 11-15 AM

SURFACE TRANSPORTATION BOARD



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

September 22, 2009

## FIRST UNION RAIL

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

Ms. Anne K. Quinlan  
Surface Transportation Board  
395 E Street S.W., Suite 100  
Washington, D. C. 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 June 26, 2009, 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 27122.

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 and Greenville Railway  
c/o Genesee & Wyoming, Inc.  
13901 Sutton Park Drive South, Ste. 180  
Jacksonville, FL 32224

A description of the railroad equipment covered by the enclosed document is for sixty five (65) 4750 cu. ft. capacity covered hopper cars: having 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,

A handwritten signature in black ink, appearing to read 'Marcia Dunne', with a long horizontal flourish extending to the right.

Marcia Dunne  
Senior Documentation Specialist

Enclosures  
(CAGY004A-B)

ASSGN. NO.: CAGY004

SEP 25 '09

11-15 AM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26<sup>th</sup> day of June, 2009, 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. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 26<sup>th</sup>, 2009, 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 Grokulsky

Name: SUSAN GROKULSKY  
ASSISTANT DIRECTOR

Title: OF DOCUMENTATION

Executed on this 26<sup>th</sup> day of June, 2009.

[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 26<sup>th</sup> day of June, 2009.

[Signature]  
Notary Public

Commission Expires:

6-2012  
(Notary Public)



LESSEE:

COLUMBUS & GREENVILLE RAILWAY

ATTEST:

By: Cynthia Wicker  
Name: Cynthia Wicker  
Title: Office Manager

By: Gerald T. Gates  
Name: Gerald T. Gates  
Title: Pres - CABY

Executed on this 23 day of June, 2009

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

I, Cynthia Strawn, a Notary Public of the County and State aforesaid, certify that Gerald Gates 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 23 day of June, 2009.

Cynthia L Strawn  
Notary Public

Commission Expires: January 11, 2011

DD# 628843  
(Notary Public)



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

NUMBER OF CARS: Sixty-five (65)

DESCRIPTION OF CARS. 4650/4750 cu. ft. capacity covered hopper Cars with equipped with trough hatches and gravity manual gates.

CAR NUMBERS:

NOKL 815008	NOKL 820580	NOKL 828129
NOKL 815010	NOKL 820582	NOKL 828520
NOKL 815034	NOKL 820587	NOKL 828530
NOKL 815193	NOKL 820589	NOKL 828541
NOKL 815313	NOKL 820597	NOKL 828622
NOKL 816341	NOKL 820604	NOKL 829575
NOKL 816342	NOKL 820608	NOKL 829826
NOKL 816345	NOKL 820614	NOKL 829827
NOKL 816356	NOKL 820618	NOKL 829881
NOKL 816357	NOKL 820619	NOKL 829882
NOKL 816377	NOKL 820625	NOKL 830214
NOKL 816384	NOKL 820627	NOKL 830230
NOKL 816387	NOKL 820629	NOKL 830256
NOKL 816484	NOKL 820639	NOKL 830260
NOKL 816485	NOKL 820641	NOKL 830353
NOKL 820506	NOKL 822252	NOKL 830367
NOKL 820525	NOKL 822489	NOKL 830395
NOKL 820534	NOKL 822511	NOKL 830552
NOKL 820536	NOKL 823366	NOKL 830933
NOKL 820556	NOKL 823388	NOKL 832351
NOKL 820559	NOKL 823452	NOKL 832404
NOKL 820561	NOKL 826408	