

FIRST UNION RAIL

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

RECORDATION NO. 27655-A FILED

SEP 25 '09

11-37 AM

SURFACE TRANSPORTATION BOARD



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 April 9, 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 27655.

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: Buffalo & Pittsburgh Railroad, Inc.
c/o Genesee & Wyoming Inc.
13901 Sutton Park Drive, Suite 180
Jacksonville, FL 32224

A description of the railroad equipment covered by the enclosed document is for thirty (30) 66 ft. 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 \$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
Senior Documentation Specialist

Enclosures

(BPRR003)

ASSGN. NO.: BPRR003

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 9th day of April, 2009, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Buffalo & Pittsburgh Railroad, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 6, 2008, 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 April 4, 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

By: Richard F. Seymour

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

ATTEST:

By: Susan Grokulska

Name: SUSAN GROKULSKY

Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 9th day of April, 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 9th day of April, 2009.

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

BUFFALO & PITTSBURGH RAILROAD, INC.

ATTEST:

By: [Signature]

Name: RONALD KLEIN

Title: V.P. - MARKETING

By: [Signature]

Name: RYAN R. FISCHER

Title: MANAGER, MARKETING

Executed on this 3rd day of April, 2009.

[CORPORATE SEAL]

STATE OF NEW YORK

COUNTY OF MONROE

I, GAIL E. LAURSEN, a Notary Public of the County and State aforesaid, certify that RONALD KLEIN 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 April, 2009

[Signature]
Notary Public

Commission Expires:

April 30, 2010
(Notary Public)

GAIL E. LAURSEN
Notary Public, State of New York
Qualified in Livingston County
My Commission Expires April 30, 2010

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty (30)

DESCRIPTION OF CARS: 66' gondola Cars with 5'6" sides and 286 GRL

CAR NUMBERS:

NOKL 360004
NOKL 360023
NOKL 360027
NOKL 360028
NOKL 360033
NOKL 360053
NOKL 360076
NOKL 360084
NOKL 360087
NOKL 360089
NOKL 360092
NOKL 360096
NOKL 360100
NOKL 360106
NOKL 360110
NOKL 360121
NOKL 360123
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