

# FIRST UNION RAIL

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

Tel 847.318.7575  
Fax 847.318.7588

RECORDATION NO: 27785-B FILED

APR 26 '10 -11 53 AM

SURFACE TRANSPORTATION BOARD



Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Re: Documents for Rail Recordation

Re: **Memorandum of Lease Agreement**

Dear Section Chief:

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 March 29, 2010, 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 primary Recordation Number 27785.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 N River Road, Suite 5000  
Rosemont, IL 60018

Lessee: The Bay Line Railroad, L.L.C.  
c/o Genesee & Wyoming, Inc.  
13901 Sutton Park Dr, Suite 180  
Jacksonville, FL 32224

A description of the railroad equipment covered by the enclosed document is for three (3) 60' Plate "F" boxcars 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,

Marcia Dunne  
Senior Documentation Specialist

Enclosures

(BAY1.003)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 29<sup>th</sup> day of March, 2010, by and between First Union Rail Corporation, a North Carolina corporation, and The Bay Line Railroad, L.L.C. ("Lessee"), an Alabama limited liability company.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 13, 2008, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 7, 2010, 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:

RECORDATION NO. 27785B FILED

FIRST UNION RAIL CORPORATION

APR 26 '10 -11 53 AM

ATTEST:

By: Richard F. Seymour SURFACE TRANSPORTATION BOARD

Name: RICHARD F. SEYMOUR  
VICE PRESIDENT SALES & MARKETING

By: K.A. Dombrowski

Name: K.A. DOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION Executed on this 29<sup>th</sup> day of March, 2010.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, 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 29<sup>th</sup> day of March, 2010.

Susan Grokulska  
Notary Public

My Commission Expires:

8-14-2012  
(Notary Public)



**LESSEE:**

THE BAY LINE RAILROAD, L.L.C.

ATTEST:

By:

Gerald T. Gater

Name:

Gerald T. Gater

Title:

Pres - BAYL

By:

Cynthia Wicker

Name:

Cynthia Wicker

Title:

(See Map)

Executed on this 23<sup>rd</sup> day of March, 2010.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

I, Cynthia Strawn, a Notary Public of the County and State aforesaid, certify that Gerald T. Gater 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<sup>rd</sup> day of March, 2010.

Cynthia L Strawn  
Notary Public

Commission Expires:

January 11, 2011  
(Notary Public)



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

NUMBER OF CARS: Three (3)

DESCRIPTION OF CARS: 60' Plate "F" boxcars with 10' plug doors

CAR NUMBERS:

NOKL	600105
NOKL	600115
NOKL	600132