

RECORDATION NO. 27122-C FILED

OCT 06 '10 -3 46 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

October 4, 2010

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

Re: Amendment to Memorandum of Lease

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 September 23, 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 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 one hundred fifteen (115) 4650/4750 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: Amendment to 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 Rail Documentation Specialist

Enclosures
(CAGY004/A-C)

ASSGN. NO.: CAGY004A/B/C

OCT 06 '10 -3 46 PM

SURFACE TRANSPORTATION BOARD

AMENDMENT TO MEMORANDUM OF LEASE

THIS AMENDMENT TO MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23 day of September, 2010, 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 Nos. 2 and 3 to the Lease (together, the "Riders"), as described in more particular on Exhibit A attached hereto, effective as of June 26, 2009 and September 29, 2009, respectively, and subject to the terms, conditions and provisions of the above-mentioned Lease and Riders.

Memoranda evidencing such Riders (and such Lease Agreement) were filed with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the *United States Code* on September 25, 2009 at 11:15 a.m. with secondary Recordation Number 27122-A and on October 20, 2009 at 3:09 p.m. with secondary Recordation Number 27122-B, respectively (the "Memoranda").

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, agree that:

- a) The Exhibit A to such Rider Nos. 2 and 3 are amended as follows:
 Rider No. 2 has been amended to add 50 additional cars listed on Exhibit A; and,
 Rider No. 3 has hereby been terminated.
- b) Except as amended hereby, the terms and conditions of such Memorandum of Lease remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment to Memorandum of Lease 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. Seymore

Name: RICHARD F. SEYMORE

Title: VICE PRESIDENT SALES AND MARKETING

Executed on this 23rd day of September, 2010.

ATTEST:

By: Susan Grokulska
Name: SUSAN GROKULSKY
Title: ASSISTANT DIRECTOR OF DOCUMENTATION

[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 Amendment to Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23rd day of September, 2010.

Georgia Freiburger
Notary Public

Commission Expires:

6-2012
(Notary Public)



LESSEE:

COLUMBUS & GREENVILLE RAILWAY

ATTEST:

By: Tracy A. Stockdale

Name: Tracy A Stockdale

Title: V.P. Sales & MKTG

By: _____
Name: _____
Title: _____

Executed on this 13 day of September, 2010.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

I, Karen R. McClaskey, a Notary Public of the County and State aforesaid, certify that Tracy A. Stockdale personally appeared before me this day and acknowledged his/her due execution of the foregoing Amendment to Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13 day of September, 2010.

Karen R. McClaskey
Notary Public

Commission Expires:

6/26/2011
(Notary Public)

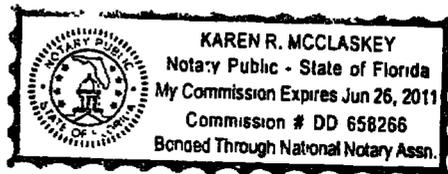


EXHIBIT A – AMENDMENT TO MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred fifteen (115)

DESCRIPTION OF CARS: 4650/4750 cu. ft. capacity covered hopper cars

CAR NUMBERS: Group A – existing cars in Rider 2, Group B – cars added to Rider 2.

Group A

NOKL 815008	NOKL 820525	NOKL 820627	NOKL 829826
NOKL 815010	NOKL 820534	NOKL 820629	NOKL 829827
NOKL 815034	NOKL 820536	NOKL 820639	NOKL 829881
NOKL 815193	NOKL 820556	NOKL 820641	NOKL 829882
NOKL 815313	NOKL 820559	NOKL 822252	NOKL 830214
NOKL 816341	NOKL 820561	NOKL 822489	NOKL 830230
NOKL 816342	NOKL 820580	NOKL 822511	NOKL 830256
NOKL 816345	NOKL 820582	NOKL 823366	NOKL 830260
NOKL 816356	NOKL 820587	NOKL 823388	NOKL 830353*
NOKL 816357	NOKL 820589	NOKL 823452	NOKL 830367
NOKL 816377	NOKL 820597	NOKL 826408	NOKL 830395
NOKL 816384	NOKL 820604	NOKL 828129	NOKL 830552
NOKL 816387	NOKL 820608	NOKL 828520	NOKL 830933
NOKL 816484	NOKL 820614	NOKL 828530	NOKL 832351
NOKL 816485	NOKL 820618	NOKL 828541	NOKL 832404
NOKL 820506	NOKL 820619	NOKL 828622	Count: 65
	NOKL 820625	NOKL 829575	

* NOKL 830353 - destroyed

Group B

NOKL 818205	NOKL 824542	NOKL 825155	NOKL 825880
NOKL 820798	NOKL 824549	NOKL 825316	NOKL 825881
NOKL 820806	NOKL 824560	NOKL 825318	NOKL 827488
NOKL 820846	NOKL 824565	NOKL 825322	NOKL 827631
NOKL 821081	NOKL 824575	NOKL 825323	NOKL 828049
NOKL 822144	NOKL 824599	NOKL 825328	NOKL 829201
NOKL 822154	NOKL 824601	NOKL 825346	NOKL 829205
NOKL 822206	NOKL 824607	NOKL 825352	NOKL 829213
NOKL 822967	NOKL 824608	NOKL 825401	NOKL 830761
NOKL 822971	NOKL 824612	NOKL 825427	NOKL 833084
NOKL 823357	NOKL 824631	NOKL 825757	NOKL 833332
NOKL 824532	NOKL 824633	NOKL 825767	Count: 50
NOKL 824539	NOKL 824640	NOKL 825768	