

REGISTRATION NO. 29650-A FILED

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SURFACE TRANSPORTATION BOARD

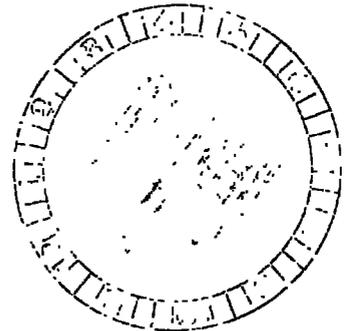
VIA UPS 2<sup>ND</sup> DAY AIR

# FIRST UNION RAIL

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

February 8, 2011

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment



**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 January 27, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Surface Transportation Board on this date as Recordation Number \_\_\_\_\_.

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: Ohio Central Railroad, Inc.  
c/o Genesee & Wyoming, Inc.  
13901 Sutton Park Dr. South, Suite 180  
Jacksonville, FL 32224

A description of the railroad equipment covered by the enclosed document is for fifteen (15) gondola cars having AOK marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease Agreement

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 or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne  
Senior Rail Documentation Specialist

Enclosures

(OHCRO03)

FEB 14 '11 -4 39 PM

ASSGN. NO.: OHCR003

MEMORANDUM OF LEASE

~~SURFACE RECONSTRUCTION BOARD~~

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 27 day of January, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Ohio Central Railroad, Inc. ("Lessee"), an Ohio corporation.

WITNESSETH.

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 27, 2011, 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 November 21, 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:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: [Signature]

Title: \_\_\_\_\_

By: Susan Gokulsky

Name: SUSAN GOKULSKY  
ASSISTANT DIRECTOR

Title: OF DOCUMENTATION

Executed on this 27<sup>th</sup> day of January, 2011.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

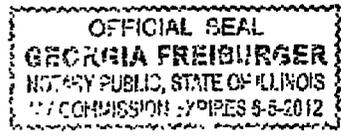
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 27<sup>th</sup> day of January, 2011

[Signature]  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)



LESSEE:

OHIO CENTRAL RAILROAD, INC.

By: [Signature]

Name: David Collins

Title: President

ATTEST:

By: [Signature]

Name: Gerald A Sattora

Title: VP Finance

Executed on this 19 day of January, 2011.

[CORPORATE SEAL]

STATE OF Ohio

COUNTY OF Coshocton

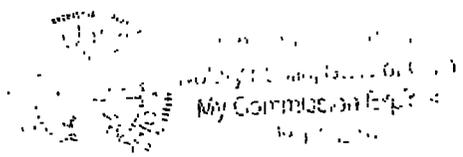
I, [Signature], a Notary Public of the County and State aforesaid, certify that David Collins personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19 day of January, 2011.

[Signature]  
Notary Public

Commission Expires:

July 17 2013  
(Notary Public)



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

**NUMBER OF CARS:** Fifteen (15)

**DESCRIPTION OF CARS:** 52'6" Gondola cars

**CAR NUMBERS:**

AOK	350501
AOK	350503
AOK	350505
AOK	350518
AOK	350519
AOK	350530
AOK	350531
AOK	350535
AOK	350537
AOK	350539
AOK	350547
AOK	350549
AOK	350560
AOK	350576
AOK	350688