

FEB 21 12 -2 35 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Rd, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

February 16, 2012

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: 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 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 sixty two (62) 52' 6" gondola cars; having FURX 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
(CAGY007)

FEB 22 '12 -2 35 PM

ASSGN. NO.: CAGY007

MEMORANDUM OF LEASE

JURATICE TRANSPORTATION BOARD rd

THIS 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 and Greenville Railway Company ("Lessee"), a Delaware 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. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 3, 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: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MARKETING

By: Susan Grokulska

Name: SUSAN GROKULSKY
ASSISTANT DIRECTOR

Title: OF DOCUMENTATION

Executed on this 23rd day of September 2010.

[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 23rd day of September, 2010.

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

COLUMBUS & GREENVILLE RAILWAY COMPANY

ATTEST:

By:

Gerald T. Gates

Name:

Gerald T. Gates

Title:

Pres - C&G

By: _____

Name: _____

Title: _____

Executed on this 13 day of Sept., 2010.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

I, Karen R. McClaskey, a Notary Public of the County and State aforesaid, certify that Gerald T. 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 13 day of September, 2010.

Karen R. McClaskey
Notary Public

Commission Expires:

6/26/2011
(Notary Public)

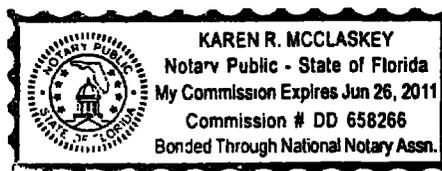


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Sixty-two (62)

DESCRIPTION OF CARS: Gondolas.

CAR NUMBERS:

FURX 315700	FURX 315771	FURX 315792
FURX 315701	FURX 315772	FURX 315793
FURX 315702	FURX 315773	FURX 320527
FURX 315703	FURX 315774	FURX 320531
FURX 315704	FURX 315775	FURX 320533
FURX 315705	FURX 315776	FURX 320534
FURX 315706	FURX 315777	FURX 320540
FURX 315707	FURX 315778	FURX 320541
FURX 315708	FURX 315779	FURX 320550
FURX 315709	FURX 315780	FURX 320552
FURX 315710	FURX 315781	FURX 320556
FURX 315711	FURX 315782	FURX 320557
FURX 315712	FURX 315783	FURX 320562
FURX 315713	FURX 315784	FURX 320566
FURX 315714	FURX 315785	FURX 320569
FURX 315764	FURX 315786	FURX 320572
FURX 315765	FURX 315787	FURX 320574
FURX 315766	FURX 315788	FURX 320577
FURX 315767	FURX 315789	FURX 320578
FURX 315768	FURX 315790	FURX 320579
FURX 315770	FURX 315791	