

MAR 30 '12 -11 31 AM

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 NEXT DAY AIR

March 28, 2012

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 March 15, 2012, 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 29606.

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: Oil-Dri Corporation of America Georgia Highway 3 North Ochlocknee, GA 31773
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A description of the railroad equipment covered by the enclosed document is for thirty (30) hopper cars having NDYX 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 Rail Documentation Specialist

Enclosures  
(OIDR004)

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ASSGN. NO.: OADR004

MEMORANDUM OF LEASE

~~Submittal~~ TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 15<sup>th</sup> day of March, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Oil-Dri Corporation of America, a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 5, 2010, 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 June 28, 2011, 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:

[Signature]

Name:

JOHN J. THOMAS  
PRESIDENT

Title:

ATTEST:

By:

Susan Gokulsky

Name:

SUSAN GOKULSKY  
ASSISTANT DIRECTOR

Title:

OF DOCUMENTATION

Executed on this 15<sup>th</sup> day of March, 2012.

[CORPORATE SEAL]

STATE OF

ILLINOIS

COUNTY OF

COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS 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 15<sup>th</sup> day of March, 2012.

[Signature]  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)



**LESSEE:**

OIL-DRI CORPORATION OF AMERICA

By: [Signature]

Name: DAVID C WENKE

Title: V.P. OF LOGISTICS

Executed on this 12<sup>th</sup> day of March, 2012.

**ATTEST:**

By: [Signature]

Name: MARK RUZICIT

Title: TRAFFIC MGR.

[CORPORATE SEAL]

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

I, \_\_\_\_\_, a Notary Public of the County and State aforesaid, certify that \_\_\_\_\_ 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 \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Notary Public

Commission Expires:

\_\_\_\_\_  
(Notary Public)

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

NUMBER OF CARS:           Thirty (30)

DESCRIPTION OF CARS:    Covered Hopper Cars.

CAR NUMBERS:

NDYX 844113  
NDYX 846852  
NDYX 846882  
NDYX 846921  
NDYX 846928  
NDYX 846931  
NDYX 846934  
NDYX 846935  
NDYX 846938  
NDYX 846950  
NDYX 846955  
NDYX 846972  
NDYX 846980  
NDYX 846992  
NDYX 846999  
NDYX 847006  
NDYX 847013  
NDYX 847015  
NDYX 847022  
NDYX 847024  
NDYX 847036  
NDYX 847056  
NDYX 847091  
NDYX 847099  
NDYX 847105  
NDYX 847129  
NDYX 847142  
NDYX 847144  
NDYX 847145  
NDYX 847148