

RECORDATION NO. 26109-B FILED,
OCT 22 '12 -10 24 AM
SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS NEXT DAY AIR

October 18, 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 September 4, 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 26109.

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: Little Rock & Western Railway, L.P.
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 four (4) flat cars having NOKL marks (see Exhibit A for specific 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 \$42.00 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

(LRWN007)

LESSEE:

LITTLE ROCK & WESTERN RAILWAY, L.P.

ATTEST:

By: *Gerald T. Gates*
Name: Gerald T. Gates
Title: Pres - LRW 8/28/12

By: *Rick Christopher*
Name: Rick Christopher
Title: APP Case Management

Executed on this 28 day of August, 2012.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

I, Cynthia Strawn, 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 28th day of August, 2012.

Cynthia L Strawn
Notary Public

Commission Expires:

7/11/2015
(Notary Public)

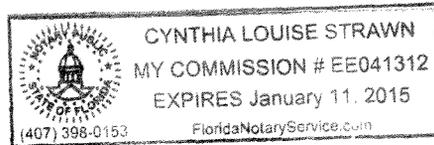


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Four (4)

DESCRIPTION OF CARS: Centerbeam Flat Cars

CAR NUMBERS: NOKL 731095
 NOKL 733350
 NOKL 733351
 NOKL 733352