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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 Federal Express

May 2, 2013

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 April 24, 2013, 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 29650.

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 S, Ste 180
Jacksonville, FL 32224

A description of the railroad equipment covered by the enclosed document is for seven (7) gondola cars having SMW 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 \$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 Documentation Specialist

Enclosures

(OCHR004)

ASSGN. NO.: OHCR004

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MEMORANDUM OF LEASE

~~SURFACE TRANSPORTATION BOARD~~

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 2nd day of April, 2013, 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

ATTEST:

By: Georgia Freiburger

Name: GEORGIA FREIBURGER

Title: MGR OF DOCUMENTATION Executed on this 2nd day of April, 2013.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

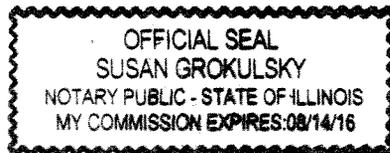
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 2nd day of April, 2013.

Susan Grokulska
Notary Public

My Commission Expires:

8-14-16
(Notary Public)



LESSEE:

OHIO CENTRAL RAILROAD, INC.

ATTEST:

By: Charles McBride

Name: CHARLES McBRIDE

Title: PRESIDENT

By: Rick Christopher

Name: RICK CHRISTOPHER

Title: AVP CAC MANAGEMENT

Executed on this 12 day of April, 2013.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

I, Tammy Plank, a Notary Public of the County and State aforesaid, certify that Charles McBride 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 12 day of April, 2013

Tammy Plank
Notary Public

Commission Expires:

11-11-2014
(Notary Public)

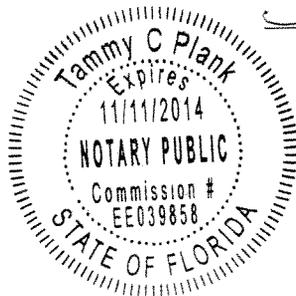


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Seven (7)

DESCRIPTION OF CARS: 52'6" Gondola cars

CAR NUMBERS:

SMW 316310
SMW 316313
SMW 316324
SMW 316340
SMW 316344
SMW 316345
SMW 316372