

RECORDATION NO. 30879 FILED

AUG 02 '13 -2 30 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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

Tel 847.318.7575
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www.firstunionrail.com

VIA FEDERAL EXPRESS

August 1, 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

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 June 26, 2013, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor/Manager: First Union Rail Corporation One O'Hare Centre 6250 River Rd., Suite 5000 Rosemont, IL 60018	Lessee: Missouri & Northern Arkansas Railroad Co., Inc. c/o Genesee & Wyoming, Inc. 13901 Sutton Park Drive, South Jacksonville, FL 32224
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Owner of car in Group 2: ATEL Leasing Corporation
The Transamerica Pyramid
600 Montgomery Street, 9th Floor
San Francisco, CA 94111

A description of the railroad equipment covered by the enclosed document is for fourteen (14) hopper cars; having NOKL 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

(MNA001)

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ASSGN. NO.: MNA001

MEMORANDUM OF LEASE

MISSOURI TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26th day of JULY, 2013, by and between First Union Rail Corporation, a North Carolina corporation, ("Lessor") as Lessor of Cars listed on Exhibit A in Group 1, and as Manager, acting in its capacity as independent contractor for ATEL Leasing Corporation ("ATEL"), Owner of the Car listed on Exhibit A in Group 2, and Missouri & Northern Arkansas Railroad Company, Inc. ("Lessee"), a Kansas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 26, 2013, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described more particular therein and on Exhibit A attached hereto, effective as of August 1, 2013 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

Lessor hereby assigns and transfers to ATEL all of its right, title and interest as Lessor in and to the Lease with respect to the ATEL Car, excluding from such assignment only its rights as manager of the Lease with respect to the ATEL Car in Group 2 under the Railcar Management Agreement between First Union Rail Corporation and ATEL Leasing Corporation.

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,
as Lessor of Cars in Group 1, and as Manager for
ATEL Leasing Corporation of Car in Group 2

ATTEST:

By: K.A. Dombrowski

Name: R.A. Dombrowski

Title: DIRECTOR OF DOCUMENTATION Executed on this 26th day of July, 2013.

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

[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 due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 26th day of July, 2013.

Susan Grokulskey
Notary Public

My Commission Expires:

8-14-16
(Notary Public)



LESSEE:

MISSOURI & NORTHERN ARKANSAS
RAILROAD COMPANY, INC.

ATTEST:

By: RE Stephens
Name: RAY E. Stephens
Title: President

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF Texas

COUNTY OF Tarrant

I, Sarah Gilliland, a Notary Public of the County and State aforesaid, certify that Ray E Stephens 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 26th day of June, 2013.

Sarah Gilliland
Notary Public

Commission Expires:

(Notary Public)

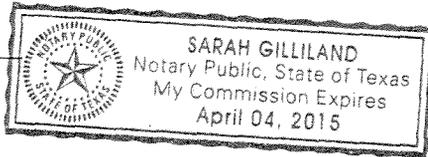


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fourteen (14)

DESCRIPTION OF CARS: Covered Hopper Cars

CAR NUMBERS:

Group 1 – First Union Rail Corporation, Lessor

1 NOKL 816862
2 NOKL 818941
3 NOKL 819081
4 NOKL 819136
5 NOKL 819227
6 NOKL 820599
7 NOKL 820607
8 NOKL 820620
9 NOKL 821995
10 NOKL 827746
11 NOKL 830253
12 NOKL 833148
13 NOKL 833182

Group 2 – Atel Leasing Corporation, Owner

14 NOKL 834729