

RECORDATION NO. 29478-A FILED

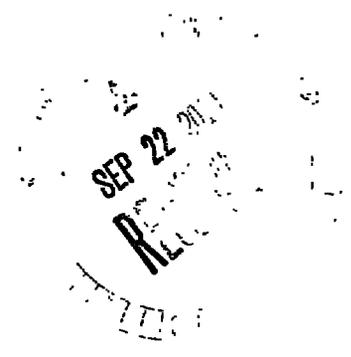
SEP 22 '10 -2 38 PM

VIA UPS 2ND DAY AIR

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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



September 20, 2010

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 August 12, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Surface Transportation Board on this date as Recordation Number _____.

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: New NGC, Inc.
2001 Rexford Road
Charlotte, NC 28211-3498

A description of the railroad equipment covered by the enclosed document is for thirty (30) centerbeam flat cars marked FURX (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 or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Documentation Specialist

Enclosures

(NGYP008)

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ASSGN. NO.: NGYP008

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD *th*

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 12 day of August, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and New NGC Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 1, 1999, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 1, 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: _____

Title: VICE PRESIDENT SALES & MARKETING

ATTEST:

By: Susan Grokulska

Name: SUSAN GROKULSKY
Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 12th day of August, 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 12th day of August, 2010.

Georgia Freiburger
Notary Public

My Commission Expires:

6-2010
(Notary Public)



LESSEE:

NEW NGC INC.

ATTEST:

By: Patrick Hunter
Name: Patrick Hunter
Title: Director - Logistics Group

By: _____

Name: _____

Title: _____

Executed on this 11th day of August, 2010

[CORPORATE SEAL]

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

I, PATRICIA ELIZABETH DEIDUN, a Notary Public of the County and State aforesaid, certify that PATRICK HUNTER 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 11TH day of AUGUST, 2010.

[Signature]

Notary Public

Commission Expires:

May 6, 2011
(Notary Public)

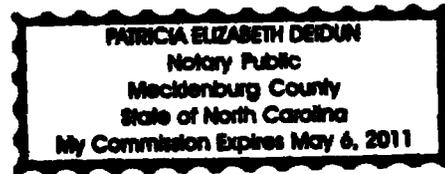


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty (30)

DESCRIPTION OF CARS: Trenton Works built, 73' 286 GRL centerbeam flat cars.

CAR NUMBERS:

FURX 738181	FURX 738213
FURX 738186	FURX 738214
FURX 738189	FURX 738218
FURX 738194	FURX 738219
FURX 738196	FURX 738220
FURX 738197	FURX 738223
FURX 738200	FURX 738224
FURX 738201	FURX 738228
FURX 738204	FURX 738235
FURX 738205	FURX 738237
FURX 738207	FURX 738240
FURX 738208	FURX 738242
FURX 738209	FURX 738244
FURX 738211	FURX 738248
FURX 738212	FURX 738249