

RECORDATION NO. 29650 FILED

FEB 14 '11 -4 33 PM

SURFACE TRANSPORTATION BOARD

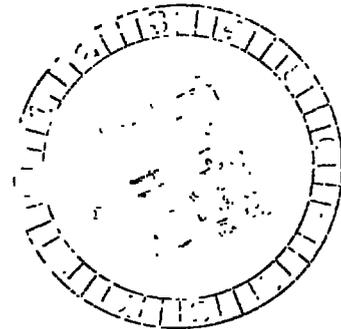
FIRST UNION RAIL

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

VIA UPS 2nd DAY AIR

February 8, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation



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 January 27, 2011 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: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: Ohio Central Railroad, Inc.
c/o Genesee & Wyoming, Inc.
13901 Sutton Park Dr. So., Suite 180
Jacksonville, FL 32224

A description of the railroad equipment covered by the enclosed document is for twenty (20) gondola cars having AOK 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

Enclosure

(OHCR002)

ASSGN. NO.: OHCR002

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MEMORANDUM OF LEASE

SUNRAIL TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 27 day of January, 2011, 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. 1 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: _____

ATTEST:

By: Susan Grokvisky

Name: SUSAN GROKVISKY

Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 27th day of January, 2011.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

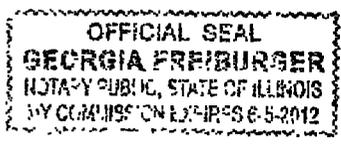
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 27th day of January, 2011.

Georgia Freiburger
Notary Public

My Commission Expires:

6-5-2012
(Notary Public)



LESSEE:

OHIO CENTRAL RAILROAD, INC.

By: [Signature]
Name: David Collins
Title: President

ATTEST:

By: [Signature]
Name: Gerald A Sattora
Title: VP Finance

Executed on this 19 day of January, 2011.

[CORPORATE SEAL]

STATE OF Ohio
COUNTY OF Columbiana

I, [Signature], a Notary Public of the County and State aforesaid, certify that David Collins 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 19 day of January, 2011.

[Signature]
Notary Public

Commission Expires:
July 17 2013
(Notary Public)

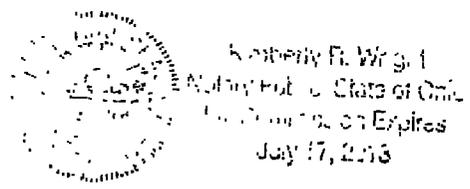


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty (20)

DESCRIPTION OF CARS: 52'6" Gondola cars

CAR NUMBERS:

AOK	350510
AOK	350513
AOK	350516
AOK	350517
AOK	350524
AOK	350536
AOK	350540
AOK	350544
AOK	350545
AOK	350554
AOK	350555
AOK	350564
AOK	350566
AOK	350570
AOK	350571
AOK	350572
AOK	350573
AOK	350579
AOK	350584
AOK	350585