

APR 05 '11 -11 05 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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

VIA UPS 2<sup>nd</sup> DAY AIR

March 31, 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 March 21, 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: United Global Enterprises, Inc.  
989 Ashbrooke Way  
Marietta, GA 30068

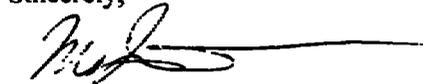
A description of the railroad equipment covered by the enclosed document is for four (4) hopper cars having FURX and NDYX marks (see Exhibit A for car numbers).

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

(UNGL001)

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ASSGN. NO.: UNGL001

**MEMORANDUM OF LEASE**

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 21<sup>st</sup> day of March, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and United Global Enterprises, Inc. ("Lessee"), a Georgia corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 21, 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 February 14, 2011, 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  
VICE PRESIDENT SALES & MARKETING

Title: \_\_\_\_\_

ATTEST:

By: Susan Grotkulsy  
Name: SUSAN GROKULSKY  
Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 21<sup>st</sup> day of March, 2011.

[CORPORATE SEAL]

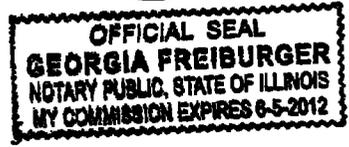
STATE OF ILLINOIS  
COUNTY OF COOK

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 21<sup>st</sup> day of March, 2011.

Georgia Freiburger  
Notary Public

My Commission Expires:  
6-2012  
(Notary Public)



**LESSEE:**

UNITED GLOBAL ENTERPRISES, INC.

**ATTEST:**

By: Ishag Azam

Name: ISHAG AZAM

Title: President

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this 11<sup>th</sup> day of March, 2011.

[CORPORATE SEAL]

STATE OF Georgia

COUNTY OF Cobb

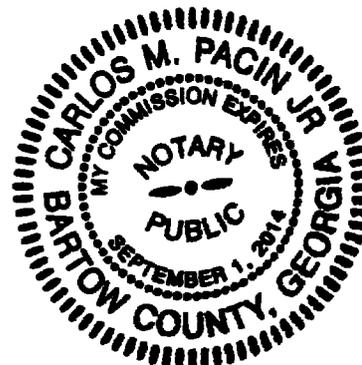
I, Carlos M. Pacin Jr., a Notary Public of the County and State aforesaid, certify that Ishague Azum Khader personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11 day of March, 2011.

Carlos M. Pacin Jr.  
Notary Public

Commission Expires:

09/01/2014  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Four (4)

DESCRIPTION OF CARS: Covered Hopper Cars.

CAR NUMBERS:

FURX 877993

FURX 877995

FURX 877998

NDYX 878084