

RECORDATION NO. 28024-A

JUL 13 11 -4 51 PM

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

July 15, 2011

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street S.W., Suite 100  
Washington, DC 20423-0001  
Attn: 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 3, 2011, 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 28024.

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: Railcar Leasing & Logistics, LLC  
3449 Highway 317  
Suite F  
Suwanee, GA 30024

A description of the railroad equipment covered by the enclosed document is for twelve (12) 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

Enclosures

(RALL003)

ASSGN. NO.: RALL003

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MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 3 day of MARCH, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Railcar Leasing & Logistics, LLC ("Lessee"), a Georgia limited liability company.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 1, 2009, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 4, 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 E. Seymour

Name: RICHARD E. SEYMOUR  
VICE PRESIDENT

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

ATTEST:

By: Susan Grokulsky

Name: SUSAN GROKULSKY  
ASSISTANT DIRECTOR

Title: OF DOCUMENTATION

Executed on this 14<sup>th</sup> day of March, 2011.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

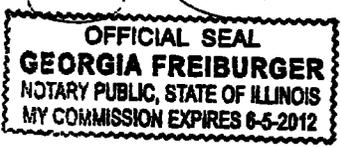
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD E. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 14<sup>th</sup> day of March, 2011.

Georgia Freiburger  
Notary Public

My Commission Expires:

6-5-2012  
(Notary Public)



**LESSEE:**

RAILCAR LEASING & LOGISTICS, LLC

ATTEST:

By: [Signature]

Name: J.W. FRANKS

Title: PRESIDENT

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

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

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

Executed on this 3 day of MARCH, 2011.

[CORPORATE SEAL]

STATE OF Georgia

COUNTY OF Gwinnett

I, Shannon L. O'Keilly, a Notary Public of the County and State aforesaid, certify that J.W. FRANKS 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 3 day of MARCH, 2011.

Commission Expires: 4-25-11  
(Notary Public)



Shannon L. O'Keilly  
Notary Public

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

NUMBER OF CARS: Twelve (12)

DESCRIPTION OF CARS: 4650 cubic foot capacity covered hopper cars

CAR NUMBERS:

FURX 816733  
NDYX 816526  
NDYX 816707  
NDYX 816716  
NDYX 816718  
NDYX 816730  
NDYX 816827  
NDYX 816828  
NDYX 816852  
NDYX 816858  
NDYX 816900  
NDYX 818610