

AUG 01 '11 -2 15 PM

SURFACE TRANSPORTATION BOARD

# FIRST UNION RAIL

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

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

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

July 28, 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 July 25, 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 Rd, Ste. 5000  
Rosemont, IL 60018

Lessee: Atlantic & Western Railway, Limited Partnership  
c/o Genesee & Wyoming, Inc.  
13901 Sutton Park Drive South, Suite 180  
Jacksonville, FL 32224

A description of the railroad equipment covered by the enclosed document is for forty one (41) gondola 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 \$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

(ATW001)

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ASSIGN. NO.: ATW001

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 25<sup>th</sup> day of July, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Atlantic & Western Railway, Limited Partnership ("Lessee"), a North Carolina limited partnership.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of July 25, 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 June 23, 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

ATTEST:

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

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

Executed on this 25<sup>th</sup> day of July, 2011

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

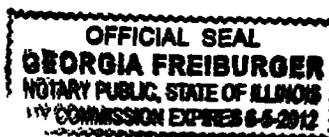
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR, personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 25<sup>th</sup> day of July, 2011

Georgia Freiburger  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)



**LESSEE:**

ATLANTIC & WESTERN RAILWAY,  
LIMITED PARTNERSHIP

ATTEST:

By: William A Jasper  
Name: William A Jasper  
Title: President

By: Michael B Holben  
Name: Michael B. Holben  
Title: Treasurer

Executed on this \_\_\_ day of \_\_\_\_\_, \_\_\_\_.

[CORPORATE SEAL]

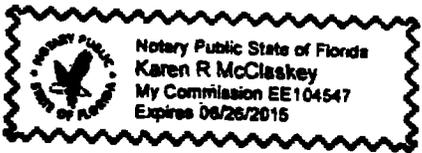
STATE OF Florida  
COUNTY OF Duval

I, Karen R. McClaskey, a Notary Public of the County and State  
aforesaid, certify that William A Jasper, 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 5 day of July, 2011.

Karen R. McClaskey  
Notary Public

My Commission Expires:  
6/26/2015  
(Notary Public)



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

NUMBER OF CARS:           Forty one (41)

DESCRIPTION OF CARS:    Gondola cars

CAR NUMBERS:

NOKL 323000	NOKL 323072
NOKL 323001	NOKL 323074
NOKL 323003	NOKL 323075
NOKL 323004	NOKL 323076
NOKL 323010	NOKL 323080
NOKL 323014	NOKL 323089
NOKL 323017	NOKL 323100
NOKL 323023	NOKL 323104
NOKL 323025	NOKL 323106
NOKL 323027	NOKL 323107
NOKL 323029	NOKL 323110
NOKL 323030	NOKL 323113
NOKL 323034	NOKL 323129
NOKL 323052	NOKL 323134
NOKL 323053	NOKL 323135
NOKL 323060	NOKL 323139
NOKL 323061	NOKL 323141
NOKL 323062	NOKL 323150
NOKL 323067	NOKL 323151
NOKL 323070	NOKL 323155
NOKL 323071	