

RECORDATION NO. 24119-B FILED

NOV 16 '11 -2 12 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

November 14, 2011

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E. Street S.W., Suite 100  
Washington, DC 20423  
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 November 8, 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 24119.

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: Georgia Southwestern Railroad  
c/o Genesee & Wyoming Inc.  
13901 Sutton Park Dr. S, Suite 180  
Jacksonville, FL 32224

A description of the railroad equipment covered by the enclosed document is for three (3) flatcars 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

Enclosures

(GSR039)

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ASSGN. NO.: GSWR039

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

27<sup>th</sup> THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 27<sup>th</sup> day of October, 2011 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Georgia Southwestern Railroad, a Delaware corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of March 1, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 30 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of September 1, 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: \_\_\_\_\_  
Title: RICHARD F. SEYMOUR  
VICE PRESIDENT SALES & MARKETING

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

Executed on this 27<sup>th</sup> day of October, 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 27<sup>th</sup> day of October, 2011.

Georgia Freiburger  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)



**LESSEE:**

GEORGIA SOUTHWESTERN RAILROAD

ATTEST:

By: Cynthia Wicker  
Name: Cynthia Wicker  
Title: Att. Mgr.

By: Gerald T. Gates  
Name: Gerald I. Gates  
Title: Pres GSWR

Executed on this 26 day of Oct., 2011.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

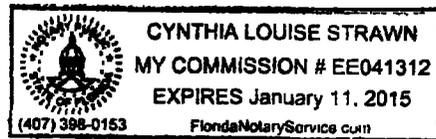
I, Cynthia Strawn, a Notary Public of the County and State  
aforesaid, certify that Gerald T. Gates personally appeared before me this  
day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 26 day of October, 2011.

Cynthia Strawn  
Notary Public

My Commission Expires:

January 11, 2015  
(Notary Public)



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

NUMBER OF CARS:           Three (3)

DESCRIPTION OF CARS:    73' Centerbeam flatcars, 263 GRL, (F483)

CAR NUMBERS:

NOKL	730368
NOKL	730684
NOKL	730503