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U.S. DEPARTMENT OF TRANSPORTATION

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 2nd DAY AIR

December 5, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 F. 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 7, 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 27610.

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: Upstate Logistics & Distribution, LLC
38 Plantation Court
Spartanburg, SC 29302

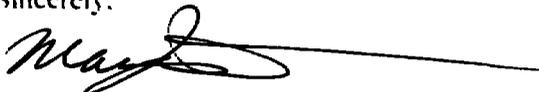
A description of the railroad equipment covered by the enclosed document is for six (6) hopper cars having FU RX marks (see Exhibit A for car numbers).

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,



Mareta Dunne
Senior Rail Documentation Specialist

Enclosures

(1 PLOTT)

ASSGN. NO.: UPLO002

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the ____ day of November 7, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Upstate Logistics & Distribution, LLC ("Lessee"), a South Carolina corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 7, 2008, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 7, 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: [Signature]

Name: JOHN J. THOMAS
PRESIDENT

By: Janice L. Enolva

Name: Janice L. Enolva

Title: _____

Title: Manager of Documentation

Executed on this 10th day of November, 2011.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

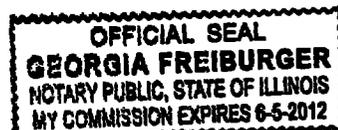
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10th day of November, 2011.

[Signature]
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

UPSTATE LOGISTICS & DISTRIBUTION, LLC

ATTEST:

By: [Signature]
Name: ~~THE~~ RYAN DELANEY
Title: Managing Member

By: Kyle M [Signature]
Name: Kyle Marshall
Title: Member

Executed on this 7th day of November, 2011

[CORPORATE SEAL]

STATE OF S.C.
COUNTY OF Spartanburg

I, Brendan M. Delaney, a Notary Public of the County and State aforesaid, certify that Ryan Delaney 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 7th day of November, 2011.

[Signature]
Notary Public

Commission Expires:
11-12-2020
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Six (6)

DESCRIPTION OF CARS: Covered Hopper Cars.

CAR NUMBERS:

FURX 877012
FURX 877057
FURX 877176
FURX 877178
FURX 877183
FURX 877195