

RECORDATION NO. 30193 FILED

APR 25 '12 -3 53 PM

SURFACE TRANSPORTATION BOARD

# FIRST UNION RAIL

One O'hare Centre  
6250 River Rd, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

Via UPS NEXT DAY AIR

April 23, 2012

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
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 March 9, 2012, 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 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Chattahoochee Industrial Railroad  
c/o Genesee & Wyoming, Inc.  
13901 Sutton Park Drive, S., Ste 180  
Jacksonville, FL 32224

A description of the railroad equipment covered by the enclosed document is for ninety (90) box cars; having NOKL and SMW 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 Documentation Specialist

Enclosure  
(CIRR001)

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ASSIGN. NO.: CIRR001

MEMORANDUM OF LEASE

**SURFACE TRANSPORTATION BOARD**

9<sup>th</sup> THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the March, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Chattahoochee Industrial Railroad ("Lessee"), a Georgia corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of March 9, 2012, 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 March 9, 2012 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  
Title: PRESIDENT

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

Executed on this 15<sup>th</sup> day of March, 2012

[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 due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15<sup>th</sup> day of March, 2012.

[Signature]  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)



LESSEE:

CHATTAHOOCHEE INDUSTRIAL RAILROAD

ATTEST:

By: [Signature]  
Name: Gerald T. Gates  
Title: Pres - CIR

By: [Signature]  
Name: RICK CHRISTOPHER  
Title: VP (de MANAGEMENT)

Executed on this 9 day of March, 2012.

[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 due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9th day of March, 2012

[Signature]  
Notary Public

My Commission Expires:

January 11, 2015  
(Notary Public)



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

NUMBER OF CARS:           Ninety (90)

DESCRIPTION OF CARS:    Box Cars

CAR NUMBERS:

1	NOKL	088151	31	SMW	536006	61	SMW	536123
2	NOKL	088152	32	SMW	536007	62	SMW	536125
3	NOKL	088155	33	SMW	536011	63	SMW	536128
4	NOKL	088157	34	SMW	536012	64	SMW	536139
5	NOKL	088158	35	SMW	536013	65	SMW	536143
6	NOKL	088159	36	SMW	536015	66	SMW	536145
7	NOKL	088162	37	SMW	536016	67	SMW	536150
8	NOKL	088170	38	SMW	536017	68	SMW	536156
9	NOKL	088172	39	SMW	536018	69	SMW	536157
10	NOKL	088173	40	SMW	536020	70	SMW	536158
11	NOKL	088174	41	SMW	536023	71	SMW	536159
12	NOKL	088181	42	SMW	536036	72	SMW	536161
13	NOKL	088185	43	SMW	536039	73	SMW	536165
14	NOKL	088186	44	SMW	536053	74	SMW	536168
15	NOKL	088187	45	SMW	536054	75	SMW	536169
16	NOKL	088191	46	SMW	536055	76	SMW	536173
17	NOKL	088194	47	SMW	536068	77	SMW	536174
18	NOKL	088197	48	SMW	536070	78	SMW	536175
19	NOKL	088199	49	SMW	536077	79	SMW	536178
20	NOKL	088201	50	SMW	536079	80	SMW	536179
21	NOKL	088202	51	SMW	536083	81	SMW	536188
22	NOKL	088204	52	SMW	536087	82	SMW	536189
23	NOKL	088205	53	SMW	536096	83	SMW	536192
24	NOKL	088208	54	SMW	536098	84	SMW	536194
25	NOKL	088209	55	SMW	536100	85	SMW	536199
26	NOKL	088210	56	SMW	536110	86	SMW	536203
27	NOKL	088213	57	SMW	536111	87	SMW	536205
28	NOKL	088214	58	SMW	536118	88	SMW	536211
29	NOKL	088216	59	SMW	536121	89	SMW	536212
30	NOKL	088217	60	SMW	536122	90	SMW	536217