

FEB 20 '13 -11 39 AM

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 NEXT DAY AIR

February 20, 2013

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: Amendment to Memorandum of Lease to Rider No. 31

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 an Amendment to Memorandum of Lease dated January 4, 2013, 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-C.

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 seven (7) flatcars having SMW marks (see Exhibit A for car numbers)

A short summary of the document to appear in the index follows. Amendment to Memorandum of Lease

Also enclosed is a check in the amount of \$42 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

Enclosures

(GSWR040A)

ASSGN NO. GSWR040/A

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AMENDMENT TO MEMORANDUM OF LEASE

~~SURFACE TRANSPORTATION BOARD~~

THIS AMENDMENT TO MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 4<sup>th</sup> day of January, 2013, by and between the First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Georgia Southwestern Railroad ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 1, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 31 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto; and

A Memorandum evidencing such Rider No. 31 (and such Lease Agreement) was i) filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the *United States Code* on August 15, 2012 at 4 05 p.m with secondary Recordation Number 24119-C

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, agree that

- a) Exhibit A to such Rider No 31 is amended by the addition of two Cars on Revised Exhibit A;
- b) Except as amended hereby, the terms and conditions of such Memorandum of Lease remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment to Memorandum of Lease 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 F. Seymour

Name: RICHARD F SEYMOUR  
VICE PRESIDENT SALES & MARKETING

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

ATTEST:

By: Susan Grokulska

Name: SUSAN GROKULSKY  
ASSISTANT DIRECTOR

Title: OF DOCUMENTATION

Executed on this 4<sup>th</sup> day of January 2013.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

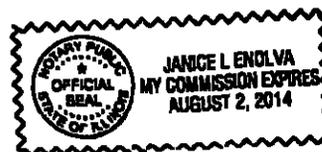
I, Janice L. Enolva, a Notary Public of the County and State aforesaid, certify that Richard F. Symour personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4<sup>th</sup> day of January, 2013.

Janice L. Enolva  
Notary Public

My Commission Expires.

8-2-2014  
(Notary Public)



LESSEE:

GEORGIA SOUTHWESTERN RAILROAD

ATTEST:

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

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

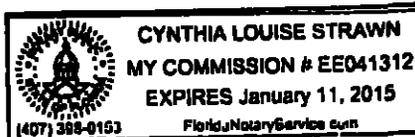
I, Cynthia Strawn, a Notary Public of the County and State aforesaid, certify that Gerald T. Gates personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20 day of December, 2012.

Cynthia Strawn  
Notary Public

Commission Expires:

January 11, 2015  
(Notary Public)



**REVISED EXHIBIT A  
to  
MEMORANDUM OF LEASE**

<b>NUMBER OF CARS.</b>	<b>Seven (7)</b>
<b>DESCRIPTION OF CARS.</b>	<b>73' Centerbeam Flatcars</b>
<b>CAR NUMBERS:</b>	<b>SMW 735779</b> <b>SMW 735897</b> <b>SMW 738405</b> <b>SMW 738426</b> <b>SMW 738547</b> <b>SMW 738644</b> <b>SMW 738669</b>