

RECORDATION NO. 28024 FILED

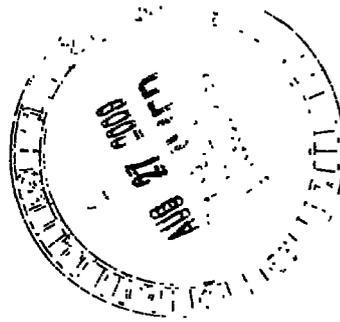
AUG 27 '09

2-51 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018



VIA UPS 2nd DAY AIR

August 24, 2009

Ms. Anne K. Quinlan
Surface Transportation Board
395 F Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease

Dear Ms. Quinlan,

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 dated August 1, 2009, 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: Railcar Leasing & Logistics, LLC
3449 Highway 317, Suite F
Suwanee, GA 30024

A description of the railroad equipment covered by the enclosed document is for seventeen (17) 4650 cu. ft. capacity, covered hopper cars having FURX, NDYX and PRAX 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
(RM 1001)

AUG 27 '09

2-51 PM

ASSGN. NO.: RALL001

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of AUGUST, 2009, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Railcar Leasing & Logistics, LLC ("Lessee"), a Georgia limited liability company.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of AUGUST 1, 2009, 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 August 1, 2009, 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

By: Richard F. Seymour

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

ATTEST:

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

Executed on this 10th day of August, 2009.

[CORPORATE SEAL]

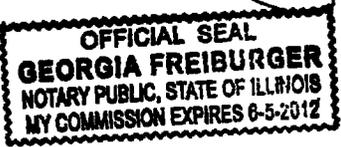
STATE OF ILLINOIS
COUNTY OF COOK

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/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10th day of August, 2009.

Georgia Freiburger
Notary Public

My Commission Expires:
8-2012
(Notary Public)



LESSEE:

RAILCAR LEASING & LOGISTICS, LLC

ATTEST:

By: [Signature]

Name: J.W. FRANKS

Title: MEMBER

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF GA

COUNTY OF GWINNETT

I, NADINE M SPANGLER, a Notary Public of the County and State aforesaid, certify that J.W. FRANKS 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 AUGUST, 2009.

[Signature]
Notary Public

Commission Expires:
10-27-11
(Notary Public)

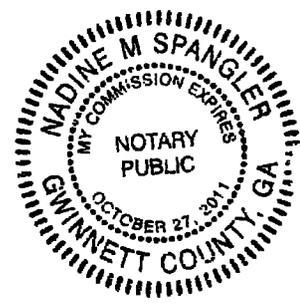


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Seventeen (17)

DESCRIPTION OF CARS: 4650 cubic foot capacity, ACF built. covered hopper cars with gross rail weights of 263,000 lbs. to 268,000 lbs., equipped with gravity gates and trough hatches.

CAR NUMBERS:

FURX 816142
FURX 816405
FURX 816408
FURX 816409
FURX 816417
FURX 816419
FURX 816423
FURX 816424
FURX 816430
FURX 823880
NDYX 490000
NDYX 490001
NDYX 490002
NDYX 490003
NDYX 490010
PRAX 816168
PRAX 823862