



RECORDATION NO. 30746
FILED June 03, 2013 05:58 PM
SURFACE TRANSPORTATION BOARD

Mitsui Rail Capital, LLC
71 South Wacker Drive
Suite 1800
Chicago, Illinois 60606
Main (312) 803-8880
Fax (312) 803-8890

June 3, 2013

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Please find attached one (1) copy of a Memorandum of Lease Agreement dated February 15, 2013 between the following parties:

Lessor: Mitsui Rail Capital, LLC
71 S. Wacker Drive, Suite 1800
Chicago, IL 60606

Lessee: Florida East Coast Railway, L.L.C.
7411 Fullerton Street, Suite 100
Jacksonville, FL 32256

A description of the railroad equipment covered by the enclosed document is:

100 Maxi-Stack® IV Three-Unit Container railcars: FEC 55494 – FEC 55593 inclusive.

This filing is to appear in the index as follows: Memorandum of Lease Agreement.

Please file this as a primary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

/s/ Christine Peterson

Christine Peterson
Manager, Contract Administration

Enclosure

RECORDATION NO. 30746
FILED June 03, 2013 05:58 PM
SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE AGREEMENT
BETWEEN
MITSUI RAIL CAPITAL, LLC
("LESSOR")**

AND

**FLORIDA EAST COAST RAILWAY, L.L.C.
("LESSEE")**

February 15, 2013

This Memorandum of Lease Agreement is made and entered into as of February 15, 2013 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company ("**Lessor**"), and Florida East Coast Railway, L.L.C., a Florida limited liability company ("**Lessee**").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor one hundred (100) Gunderson built Maxi-Stack@ IV Three-Unit Container Railcars bearing marks and numbers as follows pursuant to a Lease Agreement and related Rider between the parties hereto:

FEC 55494 – FEC 55593 inclusive.

2. The Lease Agreement and related Rider shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and related Rider.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

LESSOR:

MITSUI RAIL CAPITAL, LLC

By: _____

Print Name: John O'Bryan

Title: President

LESSEE:

FLORIDA EAST COAST RAILWAY, L.L.C.

By: _____

Print Name: _____

Title: _____

This Memorandum of Lease Agreement is made and entered into as of February 15, 2013 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company ("Lessor"), and Florida East Coast Railway, L.L.C., a Florida limited liability company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor one hundred (100) Gunderson built Maxi-Stack® IV Three-Unit Container Railcars bearing marks and numbers as follows pursuant to a Lease Agreement and related Rider between the parties hereto:

FEC 55494 – FEC 55593 inclusive.

2. The Lease Agreement and related Rider shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and related Rider.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

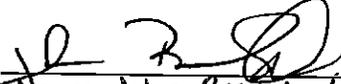
LESSOR:

MITSUI RAIL CAPITAL, LLC

By: _____
Print Name: John O'Bryan
Title: President

LESSEE:

FLORIDA EAST COAST RAILWAY, L.L.C.

By: 
Print Name: John Brenholt
Title: Chief Financial Officer

STATE OF ILLINOIS

COUNTY OF COOK

On this 29th day of February, 2013, before me personally appeared John D'Bryan, to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said limited liability company, and he acknowledged that the execution of the said instrument was his free act and deed.

Christine C Peterson
NOTARY PUBLIC

My commission expires: July 26, 2016



STATE OF _____

COUNTY OF _____

On this ___ day of _____, 20___, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of Florida East Coast Railway, L.L.C. that the foregoing instrument was signed on behalf of said limited liability company, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires:

STATE OF ILLINOIS

COUNTY OF COOK

On this ___ day of _____, 20___, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said limited liability company, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires:

STATE OF Florida

COUNTY OF Duval

On this 22nd day of February, 2013, before me personally appeared John Brenholt to me personally known, who being by me duly sworn, says that he is the CFO of Florida East Coast Railway, L.L.C. that the foregoing instrument was signed on behalf of said limited liability company, and he acknowledged that the execution of the said instrument was his free act and deed.

Sandy L Kelley
NOTARY PUBLIC

My commission expires:

