

RECORDATION NO. 30879-A FILED

AUG 02 '13 -2 36 PM

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 FEDERAL EXPRESS

August 1, 2013

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**

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 June 26, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Surface Transportation Board on this date as Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Owner of cars in Group 2: ATEL Leasing Corporation  
The Transamerica Pyramid  
600 Montgomery St., 9<sup>th</sup> Fl.  
San Francisco, CA 94111

Lessee: Missouri & Northern Arkansas Railroad Co., Inc.  
c/o Genesee & Wyoming, Inc.  
13901 Sutton Park Drive, South  
Jacksonville, FL 32224

Lessor/Manager: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

A description of the railroad equipment covered by the enclosed document is for thirty-two (32) hopper cars having NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease Agreement

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 or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

  
Marcia Dunne  
Senior Documentation Specialist

Enclosures  
(MNA002)

ASSGN. NO.: MNA002

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MEMORANDUM OF LEASE

*JOHNACE TRANSPORTATION*

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26<sup>th</sup> day of JULY, 2013, by and between First Union Rail Corporation, a North Carolina corporation, ("Lessor") as Lessor of Cars listed on Exhibit A in Group 1, and as Manager, acting in its capacity as independent contractor for ATEL Leasing Corporation ("ATEL"), Owner of the Car listed on Exhibit A in Group 2, and Missouri & Northern Arkansas Railroad Company, Inc. ("Lessee"), a Kansas corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 26, 2013, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described more particular therein and on Exhibit A attached hereto, effective as of August 1, 2013 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

Lessor hereby assigns and transfers to ATEL all of its right, title and interest as Lessor in and to the Lease with respect to the ATEL Car, excluding from such assignment only its rights as manager of the Lease with respect to the ATEL Car in Group 2 under the Railcar Management Agreement between First Union Rail Corporation and ATEL Leasing Corporation.

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,  
as Lessor of Cars in Group 1, and as Manager for  
ATEL Leasing Corporation of Car in Group 2

ATTEST:

By: [Signature]  
Name: K.A. Dombrowski  
Title: DIRECTOR OF DOCUMENTATION

By: [Signature]  
Name: RICHARD F. SEYMOUR  
Title: VICE PRESIDENT SALES & MARKETING

Executed on this 26<sup>th</sup> day of July, 2013.

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR 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 26<sup>th</sup> day of July, 2013.

[Signature]  
Notary Public

My Commission Expires:  
8-14-16  
(Notary Public)



**LESSEE:**

MISSOURI & NORTHERN ARKANSAS  
RAILROAD COMPANY, INC.

ATTEST:

By: RE Steph  
Name: RAY E. Stephens  
Title: President

By: \_\_\_\_\_

Name: \_\_\_\_\_

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

Executed on this 26<sup>th</sup> day of June, 2013

[CORPORATE SEAL]

STATE OF Texas

COUNTY OF Tarrant

I, Sarah Gilliland, a Notary Public of the County and State aforesaid, certify that Ray E Stephens personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

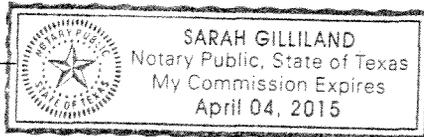
WITNESS my hand and official stamp or seal, this 26<sup>th</sup> day of June, 2013

Sarah Gilliland

Notary Public

Commission Expires:

(Notary Public)



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

NUMBER OF CARS:           Thirty-two (32)

DESCRIPTION OF CARS:    Covered Hopper Cars

CAR NUMBERS:

Group 1 – First Union Rail Corporation, Lessor

|    |      |        |    |      |        |
|----|------|--------|----|------|--------|
| 1  | NOKL | 003002 | 13 | NOKL | 827305 |
| 2  | NOKL | 003006 | 14 | NOKL | 828121 |
| 3  | NOKL | 003154 | 15 | NOKL | 828132 |
| 4  | NOKL | 099148 | 16 | NOKL | 828683 |
| 5  | NOKL | 818472 | 17 | NOKL | 829017 |
| 6  | NOKL | 818703 | 18 | NOKL | 831245 |
| 7  | NOKL | 827245 | 19 | NOKL | 833113 |
| 8  | NOKL | 827249 | 20 | NOKL | 833124 |
| 9  | NOKL | 827257 | 21 | NOKL | 833125 |
| 10 | NOKL | 827258 | 22 | NOKL | 833126 |
| 11 | NOKL | 827277 | 23 | NOKL | 838006 |
| 12 | NOKL | 827283 |    |      |        |

Group 2 – Atel Leasing Corporation, Owner

|    |      |        |    |      |        |
|----|------|--------|----|------|--------|
| 24 | NOKL | 834139 | 29 | NOKL | 834737 |
| 25 | NOKL | 834213 | 30 | NOKL | 834772 |
| 26 | NOKL | 834665 | 31 | NOKL | 834788 |
| 27 | NOKL | 834688 | 32 | NOKL | 834815 |
| 28 | NOKL | 834697 |    |      |        |