

RECORDATION NO 30994 FILED
December 05, 2013 11:12 AM
SURFACE TRANSPORTATION BOARD

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

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December 5, 2013

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of December 4, 2013. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing and Capital, LLC
11333 McCormick Road
Hunt Valley II
Hunt Valley, MD 21031

Lessee:

CONSOL Pennsylvania Company LLC
1800 Washington Road
Pittsburgh PA 15241-1421

A description of the equipment covered by the Memorandum of Lease Agreement consists of 55 5125 Cubic Foot 15 PSI Pressure Differential Railcars numbered ACCX 1000-1054, inclusive.

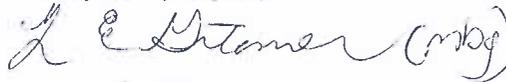
Ms. Cynthia T. Brown
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A fee of \$44.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgrailaw.com

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing and Capital, LLC, 11333 McCormick Road, Hunt Valley II, Hunt Valley, MD 21031, and CONSOL Pennsylvania Company LLC, 1800 Washington Road, Pittsburgh PA 15241-1421, covering 55 5125 Cubic Foot 15 PSI Pressure Differential Railcars numbered ACCX 1000-1054, inclusive.

Very Truly Yours,

A handwritten signature in cursive script that reads "L E Gitomer (mlg)".

Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

Dated as of December 4, 2013

between

BANC OF AMERICA LEASING & CAPITAL, LLC,
as Lessor

and

CONSOL PENNSYLVANIA COAL COMPANY LLC,
as Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2010, at ____:____.M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of December 4, 2013 is made by and between BANC OF AMERICA LEASING & CAPITAL, LLC, together with its successors and assigns ("Lessor"), and CONSOL Pennsylvania Coal Company LLC, and its successors and permitted assigns ("Lessee").

WITNESSETH

1. Pursuant to a Master Lease Agreement Number 19596 dated as of December 31, 2008 and Schedule No. 19596-90000-001 executed pursuant thereto dated as of December 31, 2008 and Assignment and Assumption Agreement dated December 5, 2013 (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, all of the rail equipment described in Exhibit A attached hereto (the "Railcars").

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and Lessee's use of the Railcars shall be subject to the terms and conditions as set forth in the Lease Agreement.

3. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

[Signature page follows]

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

Debtor:

CONSOL Pennsylvania Coal Company LLC

By: John M. Reilly

Name: John M. Reilly

Title: Treasurer

COMMONWEALTH
STATE OF PENNSYLVANIA)

COUNTY OF WASHINGTON) ss.:

On this 4th day of December, 2013, before me the subscriber personally appeared John M. Reilly, who being by me duly sworn, did depose and say: that (s)he is the Treasurer of CONSOL PA Coal Co the corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by their own free act on behalf of said corporation.

Eve A. Flaherty
NOTARY PUBLIC

My Commission Expires:

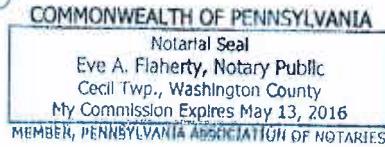


EXHIBIT A
TO MEMORANDUM OF LEASE AGREEMENT
DATED AS OF December 5, 2013

Fifty Five (55) Trinity 5125 Cubic Foot 15 PSI Pressure Differential Railcars with Running Numbers ACCX 1000 – ACCX 1054