

RECORDATION NO. 22260-K FILED

AUG 23 '04

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SURFACE TRANSPORTATION BOARD



August 19, 2004

FIRST UNION RAIL

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

Tel 847 318-7575
Fax 847 318-7588

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and (1) copy of a Memorandum of Lease Agreement, dated January 8, 2004, 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 Commission under Recordation Number 22260.

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

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

Lessee: CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

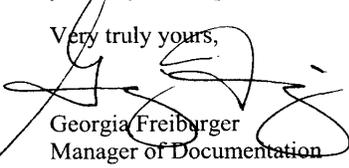
A description of the railroad equipment covered by the enclosed document is one hundred twenty-nine (129) 5081 cu. ft. steel open top hopper cars, with CSXT marks (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$30.00 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) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures

(CSXT057)

ASSGN. NO. CSXT057

MEMORANDUM OF LEASE

8th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the January, 2003 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CSX Transportation, Inc., a Virginia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of January 16, 1995, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 30 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of December 17, 2003 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

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 8th day of January, 2004

[CORPORATE SEAL]

RECORDATION NO. 22260-K FILED

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SURFACE TRANSPORTATION BOARD

STATE OF ILLINOIS
COUNTY OF COOK

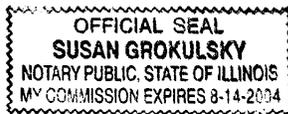
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 8th day of January, 2004.

[Signature]
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

CSX TRANSPORTATION, INC.

ATTEST:

By: Julie Floyd
Name: Julie Floyd
Title: Treasury Analyst

By: Evan T. Bell
Name: Evan T. Bell
Title: Director - Lease Finance

Executed on this 5th day of January, 2008!

[CORPORATE SEAL]

STATE OF Florida
COUNTY OF Duval

I, Kathryn A. Sharpe, a Notary Public of the County and State aforesaid, certify that Evan T. Bell 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 5th day of January, 2003. 2004

Kathryn A. Sharpe
Notary Public

My Commission Expires:
25 Oct 2005
(Notary Public)



X Personally Known

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred twenty-nine (129)

DESCRIPTION OF CARS: 5081 cu. ft. steel open top hopper cars

CAR NUMBERS:

CSXT	434260	CSXT	434302	CSXT	434337	CSXT	434373
CSXT	434261	CSXT	434303	CSXT	434338	CSXT	434374
CSXT	434262	CSXT	434304	CSXT	434340	CSXT	434376
CSXT	434263	CSXT	434306	CSXT	434341	CSXT	434378
CSXT	434264	CSXT	434307	CSXT	434343	CSXT	434380
CSXT	434265	CSXT	434308	CSXT	434344	CSXT	434381
CSXT	434268	CSXT	434309	CSXT	434345	CSXT	434382
CSXT	434269	CSXT	434310	CSXT	434346	CSXT	434383
CSXT	434270	CSXT	434311	CSXT	434347	CSXT	434384
CSXT	434271	CSXT	434312	CSXT	434348	CSXT	434385
CSXT	434272	CSXT	434313	CSXT	434349	CSXT	434386
CSXT	434277	CSXT	434314	CSXT	434350	CSXT	434387
CSXT	434278	CSXT	434315	CSXT	434351	CSXT	434388
CSXT	434279	CSXT	434316	CSXT	434352	CSXT	434389
CSXT	434280	CSXT	434317	CSXT	434353	CSXT	434390
CSXT	434281	CSXT	434318	CSXT	434354	CSXT	434391
CSXT	434282	CSXT	434319	CSXT	434355	CSXT	434392
CSXT	434283	CSXT	434320	CSXT	434356	CSXT	434394
CSXT	434284	CSXT	434321	CSXT	434357	CSXT	434396
CSXT	434285	CSXT	434322	CSXT	434358	CSXT	434397
CSXT	434287	CSXT	434323	CSXT	434359	CSXT	434398
CSXT	434288	CSXT	434324	CSXT	434360	CSXT	434399
CSXT	434289	CSXT	434325	CSXT	434361	CSXT	434401
CSXT	434290	CSXT	434326	CSXT	434362	CSXT	434402
CSXT	434291	CSXT	434327	CSXT	434364	CSXT	434403
CSXT	434292	CSXT	434328	CSXT	434365	CSXT	434404
CSXT	434294	CSXT	434329	CSXT	434366	CSXT	434405
CSXT	434296	CSXT	434330	CSXT	434367	CSXT	434406
CSXT	434297	CSXT	434332	CSXT	434368	CSXT	434407
CSXT	434298	CSXT	434333	CSXT	434369	CSXT	434408
CSXT	434299	CSXT	434334	CSXT	434370	Count:	129
CSXT	434300	CSXT	434335	CSXT	434371		
CSXT	434301	CSXT	434336	CSXT	434372		