NATIONAL
RAILWAY EQUIPMENT CO.

HOME OFFICE: 14400 S. ROBEY STREET · P. O. BOX 2270 · DIXMOOR, ILLINOIS 60426
TELEPHONE (708) 388-6002 · FAX (708) 388-2487

January 13, 2006

RECORDATION NO. 26125 FILED
JAN 17 '06 4-42 PM
SURFACE TRANSPORTATION BOARD

JAN 17 2006
RECEIVED

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423-0001

Attn: Equipment Recordation

To Whom It May Concern:

I have enclosed for recordation, pursuant to the provisions of 49 U.S.C. 11301, an original and one counterpart of the memorandum of lease agreement and the schedule of equipment for a locomotive lease agreement dated November 14, 2005, a primary document under the Board's recordation regulations.

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

Lessor: National Railway Equipment Co.
P.O. Box 2270
Dixmoor, IL 60426

Lessee: State Line Energy, LLC
701 East Cary St.
Richmond, VA 23219

A description of the equipment covered by the Lease Agreement is as follows:

One EMD GP50 General Purpose Locomotive bearing road # NREX 2902

A short summary of the document to appear in the index is as follows:

"Locomotive Lease Agreement"

Also enclosed is a check in the amount of $33 payable to the Surface Transportation Board to cover the required recordation fee for the attached agreement.

Please date stamp and return an original copy after recordation to:

Ethan Crooks
National Railway Equipment Co.
14400 South Robey Street
P.O. Box 2270
Dixmoor, IL 60426

Sincerely yours,

NATIONAL RAILWAY EQUIPMENT CO.

By: _____
Ethan Crooks

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of November 14, 2005, by and between NATIONAL RAILWAY EQUIPMENT CO. ("Lessor"), and STATE LINE ENERGY LLC ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, Locomotive model(s) described herein.

   Each locomotive is fully-described in a certain Lease Agreement dated as of November 14, 2005, (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee. A Schedule of the equipment is attached hereto.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

The Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

LESSEE:

STATE LINE ENERGY, LLC

By: _____

Name: Cecil Newton

Title: Sr. Sourcing Specialist

LESSOR:

NATIONAL RAILWAY EQUIPMENT CO.

By: _____

Name: James M. Wurtz, Jr.

Title: Vice President

WITNESS WHEREOF, the parties have executed this Lease the day and year first mentioned above.

LESSOR:

NATIONAL RAILWAY EQUIPMENT CO.

BY:

NAME: James M. Wurtz, Jr.
TITLE: Vice President

ATTEST: Robert E. Loewer, Jr.

BY:

TITLE: Director of Finance

LESSEE:

STATE LINE ENERGY, LLC

BY:

NAME: Cecil Newton
TITLE: Sr. Sourcing Specialist

ATTEST:

BY:

TITLE: Manager Supply Chain Svcs

STATE OF Virginia)
City) SS.
~~COUNTY~~ OF Richmond)

On this 14th day of November, 2005, before me appeared Cecil Newton, the person who signed this instrument who acknowledged that (s) he is the Sr. Surveying Technicist of State Line Energy, LLC and that, being duly authorized, (s) he signed such instrument as a free act on behalf of said corporation.

Dorothy B. Scott
Notary Public

[Seal]

My Commission Expires:

7/31/09

) Illinois
) Cook) SS.

On this 16th day of November, 2005, before me appeared **James M. Wurtz Jr.**, the person who signed this instrument who acknowledged that (s) he is an officer of **NATIONAL RAILWAY EQUIPMENT CO.** and that, being duly authorized, (s) he signed such instrument as a free act on behalf of said corporation.

Robert E. Loewer Jr.
Notary Public

[Seal]

OFFICIAL SEAL
ROBERT E. LOEWER, JR.
NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXPIRES 9-8-2007

My Commission Expires:

SCHEDULE "A"

Attached to and incorporated into the Lease dated the 14th day of November, 2005 by and between the National Railway Equipment Co. (LESSOR) and State Line Energy, LLC (LESSEE).

Type and General Description of Locomotive Unit, Marks and Numbers:

UNIT NO.	TYPE	GENERAL DESCRIPTION
NREX 2902	EMD	GP50 General Purpose Locomotive