

RECORDATION NO. 22661-F FILED

MAR 20 '07

11-08 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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

Tel. 847.318.7575
Fax. 847.318.7588

VIA UPS 2nd DAY AIR

March 1, 2007

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 one (1) original and two (2) copies of a Memorandum of Lease Agreement, dated May 16, 2006, 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 Surface Transportation Board under Recordation Number 22661. 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: Norfolk Southern Railway Company
110 Franklin Road
Roanoke, VA 24042

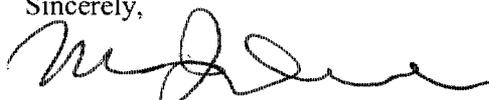
A description of the railroad equipment covered by the enclosed document is one hundred ninety-nine (199) 52' in length, with 5' 6" sides, gondola cars (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$34.00 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) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Rail Documentation Specialist

Enclosures

(NS074)

MAR 20 '07

11-08 AM

ASSGN. NO.: NS074

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 16th day of May, 2006 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Norfolk Southern Railway Company, a Virginia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of August 30, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 46 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of May 16, 2006, 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: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

By: Susan Grokulska
Name: SUSAN GROKULSKY
Title: AGR. OF DOCUMENTATION

Executed on this 16th day of May, 2006

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

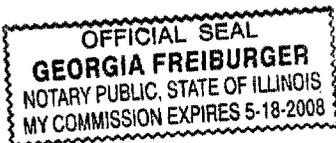
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 16th day of May, 2006.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

NORFOLK SOUTHERN RAILWAY COMPANY

ATTEST:

By: *GR Steele*
Name: GR Steele
Title: Director Purchasing

By: *DW Clary*
Name: DW CLARY
Title: MANAGER PURCHASING - CAR

Executed on this 19th day of JUNE, 2006.

[CORPORATE SEAL]

STATE OF VIRGINIA

COUNTY OF ROANOKE

I, E. L. BARNETT, a Notary Public of the County and State aforesaid, certify that DW CLARY 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 19 day of JUNE 2006, 2006.

E. L. Barnett
Notary Public

My Commission Expires:

JANUARY 31 2007
(Notary Public)



EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred ninety-nine (199)

DESCRIPTION OF CARS: 52' gondola cars with 5' 6" sides, 286,000 lbs. GWR

CAR NUMBERS:

NS 201600	NS 201640	NS 201680	NS 201720	NS 201760
NS 201601	NS 201641	NS 201681	NS 201721	NS 201761
NS 201602	NS 201642	NS 201682	NS 201722	NS 201762
NS 201603	NS 201643	NS 201683	NS 201723	NS 201763
NS 201604	NS 201644	NS 201684	NS 201724	NS 201764
NS 201605	NS 201645	NS 201685	NS 201725	NS 201765
NS 201606	NS 201646	NS 201686	NS 201726	NS 201766
NS 201607	NS 201647	NS 201687	NS 201727	NS 201767
NS 201608	NS 201648	NS 201688	NS 201728	NS 201768
NS 201609	NS 201649	NS 201689	NS 201729	NS 201769
NS 201610	NS 201650	NS 201690	NS 201730	NS 201770
NS 201611	NS 201651	NS 201691	NS 201731	NS 201771
NS 201612	NS 201652	NS 201692	NS 201732	NS 201772
NS 201613	NS 201653	NS 201693	NS 201733	NS 201773
NS 201614	NS 201654	NS 201694	NS 201734	NS 201774
NS 201615	NS 201655	NS 201695	NS 201735	NS 201775
NS 201616	NS 201656	NS 201696	NS 201736	NS 201776
NS 201617	NS 201657	NS 201697	NS 201737	NS 201777
NS 201618	NS 201658	NS 201698	NS 201738	NS 201778
NS 201619	NS 201659	NS 201699	NS 201739	NS 201779
NS 201620	NS 201660	NS 201700	NS 201740	NS 201780
NS 201621	NS 201661	NS 201701	NS 201741	NS 201781
NS 201622	NS 201662	NS 201702	NS 201742	NS 201782
NS 201623	NS 201663	NS 201703	NS 201743	NS 201783
NS 201624	NS 201664	NS 201704	NS 201744	NS 201784
NS 201625	NS 201665	NS 201705	NS 201745	NS 201785
NS 201626	NS 201666	NS 201706	NS 201746	NS 201786
NS 201627	NS 201667	NS 201707	NS 201747	NS 201787
NS 201628	NS 201668	NS 201708	NS 201748	NS 201788
NS 201629	NS 201669	NS 201709	NS 201749	NS 201789
NS 201630	NS 201670	NS 201710	NS 201750	NS 201790
NS 201631	NS 201671	NS 201711	NS 201751	NS 201791
NS 201632	NS 201672	NS 201712	NS 201752	NS 201792
NS 201633	NS 201673	NS 201713	NS 201753	NS 201793
NS 201634	NS 201674	NS 201714	NS 201754	NS 201794
NS 201635	NS 201675	NS 201715	NS 201755	NS 201795
NS 201636	NS 201676	NS 201716	NS 201756	NS 201796
NS 201637	NS 201677	NS 201717	NS 201757	NS 201797
NS 201638	NS 201678	NS 201718	NS 201758	NS 201798
NS 201639	NS 201679	NS 201719	NS 201759	