

RECORDATION NO 22260-N FILED

DEC 21 '07

2-28 PM

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

December 19, 2007

Mr. Vernon Williams
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, D. C. 20024
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 one (1) copy of a Memorandum of Lease Agreement dated October 24, 2007, 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 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 32205

A description of the railroad equipment covered by the enclosed document is one hundred eighty eight (188) 4380/4400 cu. ft. capacity, coal gondola cars; having FURX 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 \$35.00 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.

Very truly yours,

Marcia Dunne
Rail Documentation Specialist

Enclosures
(CSX1069)

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ASSGN. NO.: CSXT069

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 24th day of October, 2007, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CSX Transportation, Inc., ("Lessee"), a Virginia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 16, 1995, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 39 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 24, 2007, 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
VICE PRESIDENT SALES & MARKETING

By: Susan Grokulska

Name: SUSAN GROKULSKY

Title: _____

Title: ASST. DIRECTOR OF DOCUMENTATION Executed on this 24th day of October 2007

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

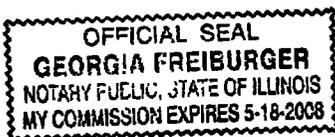
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 24th day of October 2007

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

CSX TRANSPORTATION, INC.

By: *Christine Mastromatteo*

Name: CHRISTINE MASTROMATTEO

Title: MGR LEASING + TREASURY

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

I, Florence J. Miller, a Notary Public of the County and State aforesaid, certify that CHRISTINE MASTROMATTEO 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 23 day of October, 2007

Florence J. Miller
Notary Public

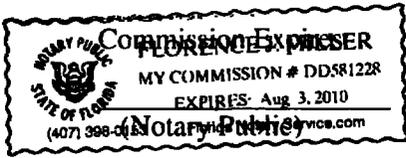


EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred eighty-eight (188)

DESCRIPTION OF CARS: 4380/4400 cu. ft. capacity, 286 GRL, 1996/1997-built rotary dump aluminum coal gondola cars.

CAR NUMBERS:

FURX 960039	FURX 960302	FURX 960380	FURX 960474	FURX 960556
FURX 960053	FURX 960303	FURX 960383	FURX 960477	FURX 960557
FURX 960056	FURX 960304	FURX 960384	FURX 960478	FURX 960560
FURX 960078	FURX 960305	FURX 960386	FURX 960479	FURX 960562
FURX 960089	FURX 960308	FURX 960387	FURX 960480	FURX 960563
FURX 960095	FURX 960309	FURX 960389	FURX 960482	FURX 960566
FURX 960097	FURX 960313	FURX 960398	FURX 960483	FURX 960567
FURX 960119	FURX 960314	FURX 960399	FURX 960487	FURX 960569
FURX 960124	FURX 960315	FURX 960401	FURX 960489	FURX 960570
FURX 960132	FURX 960316	FURX 960402	FURX 960490	FURX 960573
FURX 960143	FURX 960318	FURX 960403	FURX 960493	FURX 960577
FURX 960144	FURX 960320	FURX 960406	FURX 960495	FURX 960579
FURX 960165	FURX 960324	FURX 960408	FURX 960498	FURX 960580
FURX 960172	FURX 960326	FURX 960410	FURX 960502	FURX 960582
FURX 960178	FURX 960328	FURX 960414	FURX 960511	FURX 960583
FURX 960179	FURX 960330	FURX 960415	FURX 960512	FURX 960585
FURX 960183	FURX 960331	FURX 960418	FURX 960514	FURX 960586
FURX 960187	FURX 960333	FURX 960419	FURX 960519	FURX 960588
FURX 960197	FURX 960338	FURX 960424	FURX 960520	FURX 960589
FURX 960214	FURX 960339	FURX 960426	FURX 960522	FURX 960591
FURX 960220	FURX 960343	FURX 960427	FURX 960524	FURX 960593
FURX 960238	FURX 960344	FURX 960428	FURX 960525	FURX 960594
FURX 960241	FURX 960345	FURX 960437	FURX 960526	FURX 960599
FURX 960243	FURX 960347	FURX 960438	FURX 960528	FURX 960602
FURX 960264	FURX 960349	FURX 960440	FURX 960529	FURX 960605
FURX 960266	FURX 960352	FURX 960442	FURX 960530	FURX 960606
FURX 960268	FURX 960355	FURX 960448	FURX 960532	FURX 960608
FURX 960271	FURX 960356	FURX 960449	FURX 960533	FURX 960609
FURX 960274	FURX 960358	FURX 960451	FURX 960536	FURX 960610
FURX 960276	FURX 960359	FURX 960452	FURX 960538	FURX 960615
FURX 960278	FURX 960360	FURX 960454	FURX 960539	FURX 960616
FURX 960283	FURX 960364	FURX 960460	FURX 960541	FURX 960617
FURX 960291	FURX 960366	FURX 960462	FURX 960542	FURX 960618
FURX 960293	FURX 960367	FURX 960465	FURX 960544	FURX 960619
FURX 960295	FURX 960371	FURX 960470	FURX 960545	FURX 960623
FURX 960297	FURX 960372	FURX 960471	FURX 960546	FURX 960624
FURX 960298	FURX 960376	FURX 960472	FURX 960553	
FURX 960300	FURX 960377	FURX 960473	FURX 960554	