

RECORDATION NO. 27304 FILED

DEC 26 '07 -11 00 AM

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WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
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20036

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December 26, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Full Service Railcar Lease, dated as of December 20, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor:	BBRX One LLC 885 Second Avenue New York, NY 10017
Lessee:	Ohio Central Railroad, Inc. 47849 Papermill Road Coshocton, OH 43812

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

35 gondola railcars within the series AOK 350501 - AOK 350688 as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Full Service Railcar 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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 27304 FILED

DEC 28 '07 -11 00 AM

EXECUTION VERSION

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 28th day of November, 2007, to that certain Master Full Service Railcar Lease dated as of 11/20, 2007 between BBRX ONE LLC, a Delaware limited liability company (the "Lessor") and OHIO CENTRAL RAILROAD, INC., a Ohio corporation (the "Lessee"), pursuant to which Schedule No. 01 has been executed, is made by the Lessor and the Lessee (the Lessor and together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Lessor and the Lessee entered into that certain Master Full Service Railcar Lease dated as of 11/20, 2007 and the Parties entered into that certain Schedule No. 01 thereto dated as of the same date (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this Instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Full Service Railcar Lease to be executed by a duly authorized officer as of the day and year as set forth below.

BBRX ONE LLC, as Lessor

By: 
Name: Larry Littlefield
Title: Vice President
Date: 12/7/07

OHIO CENTRAL RAILROAD, INC., as Lessee

By: 
Name: MARTIN A. APPLES
Title: VP. COMMERCIAL
Date: 11/20/07

STATE OF New York)
) SS:
COUNTY OF New York)

On 12/7, 2007, before me, Indra Bedasie, Notary Public, personally appeared Larry Pittafield, personally known to me to be the person(s) whose name(s) is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity(ies), and that by his/~~her/their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



INDRA BEDASIE
Notary Public, State of New York
No. 01BE6014602
Qualified in Queens County
Certificate Filed in New York County
Commission Expires October 19, 2010

STATE OF Ohio)

COUNTY OF Coshocton)

SS:

On Nov 28, 2007, before me, Kimberly R. Wright Notary Public, personally appeared Monty Redhead personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Kimberly R. Wright



KIMBERLY R. WRIGHT
Notary Public, State of Ohio
My Commission Expires
June 5, 2008

EXHIBIT A

Quantity of Cars
Thirty Five (35)

Car Description
52' mill gondolas, 2494 CF capacity,
5' sides, AAR Type Code E530,
built by Trinity Industries in 1980

Reporting Mark and Numbers

AOK 350501
AOK 350503
AOK 350505
AOK 350510
AOK 350513
AOK 350516
AOK 350517
AOK 350518
AOK 350519
AOK 350524
AOK 350530
AOK 350531
AOK 350535
AOK 350536
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AOK 350560
AOK 350564
AOK 350566
AOK 350570
AOK 350571
AOK 350572
AOK 350573
AOK 350576
AOK 350579
AOK 350584
AOK 350585
AOK 350688

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/26/07



Robert W. Alvord