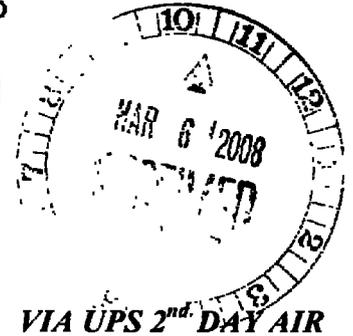


RECORDATION NO 22260-0 FILED

MAR 06 '08

1-16 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
www.firstunionrail.com

March 4, 2008

Ms. Anne K. Quinlan
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 Ms. Quinlan:

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 December 17, 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 Centre
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 three hundred (300) coal gondola cars; having NDYX 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
(CSX7070)

ASSGN. NO.: CSXT070

MAR 06 '08

1:16 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 17th day of December, 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. 40 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of _____, _____ 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: John J. Thomas
Title: President

By: [Signature]
Name: SUSAN GROKULSKY
Title: ASST. DIRECTOR OF DOCUMENTATION

Executed on this 17th day of December, 2007.

[CORPORATE SEAL]

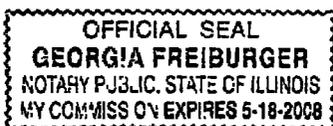
STATE OF ILLINOIS
COUNTY OF COCK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS 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 17th day of December, 2007

[Signature]
Notary Public

My Commission Expires:
5-2008
(Notary Public)



LESSEE:

CSX TRANSPORTATION, INC.

By: [Signature]

Name: CHRISTINE MASTROMATTEO

Title: MANAGING + TREASURY

ATTEST:

By: [Signature]

Name: R. JONES-CARIN

Title: Corporate Specialist

Executed on this 13 day of Dec., 2007

[CORPORATE SEAL]

STATE OF FLORIDA

COUNTY OF DUVAL

I, LINDA C. FRIEND, 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 13TH day of DECEMBER, 2007

[Signature]
Notary Public

Commission Expires:

11-11-08
(Notary Public)



EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: Three hundred (300)

DESCRIPTION OF CARS: Steel rotary coal gondola cars.

CAR NUMBERS:

NDYX 950750	NDYX 950792	NDYX 950830	NDYX 950871
NDYX 950751	NDYX 950793	NDYX 950831	NDYX 950872
NDYX 950752	NDYX 950794	NDYX 950832	NDYX 950873
NDYX 950754	NDYX 950795	NDYX 950833	NDYX 950874
NDYX 950755	NDYX 950796	NDYX 950834	NDYX 950875
NDYX 950757	NDYX 950797	NDYX 950835	NDYX 950876
NDYX 950758	NDYX 950798	NDYX 950836	NDYX 950877
NDYX 950759	NDYX 950799	NDYX 950837	NDYX 950878
NDYX 950760	NDYX 950800	NDYX 950838	NDYX 950879
NDYX 950762	NDYX 950801	NDYX 950839	NDYX 950880
NDYX 950763	NDYX 950802	NDYX 950840	NDYX 950881
NDYX 950764	NDYX 950803	NDYX 950841	NDYX 950882
NDYX 950765	NDYX 950804	NDYX 950842	NDYX 950883
NDYX 950766	NDYX 950805	NDYX 950843	NDYX 950884
NDYX 950767	NDYX 950806	NDYX 950844	NDYX 950885
NDYX 950768	NDYX 950807	NDYX 950845	NDYX 950886
NDYX 950769	NDYX 950808	NDYX 950846	NDYX 950887
NDYX 950770	NDYX 950809	NDYX 950847	NDYX 950888
NDYX 950771	NDYX 950810	NDYX 950848	NDYX 950889
NDYX 950772	NDYX 950811	NDYX 950849	NDYX 950890
NDYX 950773	NDYX 950812	NDYX 950850	NDYX 950891
NDYX 950774	NDYX 950813	NDYX 950851	NDYX 950892
NDYX 950776	NDYX 950814	NDYX 950852	NDYX 950893
NDYX 950777	NDYX 950815	NDYX 950853	NDYX 950894
NDYX 950778	NDYX 950816	NDYX 950854	NDYX 950895
NDYX 950779	NDYX 950817	NDYX 950855	NDYX 950897
NDYX 950780	NDYX 950818	NDYX 950856	NDYX 950898
NDYX 950781	NDYX 950819	NDYX 950857	NDYX 950899
NDYX 950782	NDYX 950820	NDYX 950858	NDYX 950900
NDYX 950783	NDYX 950821	NDYX 950859	NDYX 950901
NDYX 950784	NDYX 950822	NDYX 950860	NDYX 950902
NDYX 950785	NDYX 950823	NDYX 950861	NDYX 950903
NDYX 950786	NDYX 950824	NDYX 950863	NDYX 950904
NDYX 950787	NDYX 950825	NDYX 950864	NDYX 950905
NDYX 950788	NDYX 950826	NDYX 950865	NDYX 950906
NDYX 950789	NDYX 950827	NDYX 950868	NDYX 950907
NDYX 950790	NDYX 950828	NDYX 950869	NDYX 950908
NDYX 950791	NDYX 950829	NDYX 950870	NDYX 950909

EXHIBIT A to MEMORANDUM OF LEASE

NDYX 950910	NDYX 950952	NDYX 950994	NDYX 951032
NDYX 950911	NDYX 950953	NDYX 950995	NDYX 951033
NDYX 950912	NDYX 950954	NDYX 950996	NDYX 951034
NDYX 950915	NDYX 950956	NDYX 950997	NDYX 951035
NDYX 950916	NDYX 950957	NDYX 950998	NDYX 951036
NDYX 950917	NDYX 950958	NDYX 950999	NDYX 951037
NDYX 950918	NDYX 950959	NDYX 951000	NDYX 951038
NDYX 950919	NDYX 950960	NDYX 951001	NDYX 951039
NDYX 950920	NDYX 950961	NDYX 951002	NDYX 951040
NDYX 950921	NDYX 950963	NDYX 951003	NDYX 951041
NDYX 950922	NDYX 950964	NDYX 951004	NDYX 951042
NDYX 950923	NDYX 950965	NDYX 951005	NDYX 951043
NDYX 950924	NDYX 950966	NDYX 951006	NDYX 951044
NDYX 950925	NDYX 950967	NDYX 951007	NDYX 951045
NDYX 950926	NDYX 950968	NDYX 951008	NDYX 951046
NDYX 950927	NDYX 950969	NDYX 951009	NDYX 951048
NDYX 950928	NDYX 950970	NDYX 951010	NDYX 951049
NDYX 950929	NDYX 950971	NDYX 951011	NDYX 951050
NDYX 950930	NDYX 950972	NDYX 951012	NDYX 951051
NDYX 950931	NDYX 950973	NDYX 951013	NDYX 951052
NDYX 950932	NDYX 950974	NDYX 951014	NDYX 951053
NDYX 950933	NDYX 950975	NDYX 951015	NDYX 951054
NDYX 950934	NDYX 950976	NDYX 951016	NDYX 951055
NDYX 950935	NDYX 950977	NDYX 951017	NDYX 951056
NDYX 950936	NDYX 950978	NDYX 951018	NDYX 951057
NDYX 950937	NDYX 950980	NDYX 951019	NDYX 951058
NDYX 950938	NDYX 950981	NDYX 951020	NDYX 951059
NDYX 950941	NDYX 950982	NDYX 951021	NDYX 951060
NDYX 950942	NDYX 950983	NDYX 951022	NDYX 951061
NDYX 950944	NDYX 950984	NDYX 951023	NDYX 951063
NDYX 950945	NDYX 950985	NDYX 951024	NDYX 951064
NDYX 950946	NDYX 950986	NDYX 951025	NDYX 951065
NDYX 950947	NDYX 950987	NDYX 951026	NDYX 951066
NDYX 950948	NDYX 950989	NDYX 951028	NDYX 951067
NDYX 950949	NDYX 950990	NDYX 951029	NDYX 951068
NDYX 950950	NDYX 950991	NDYX 951030	NDYX 951069
NDYX 950951	NDYX 950992	NDYX 951031	NDYX 951070