

LAW OFFICES OF  
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December 31, 2008

RECORDATION NO. 27783 PA. X 800

DEC 31 '08 -4 13 PM

**SURFACE TRANSPORTATION BOARD**

Honorable Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Acting Secretary Quinlan:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of December 31, 2008. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing & Capital, LLC  
2059 Northlake Parkway, 4 South  
Tucker, GA 30084

Lessee:

Consolidation Coal Company  
1800 Washington Road  
Pittsburgh, PA 15241

A description of the equipment covered by the Memorandum of Lease Agreement consists of 55 covered hopper cars numbered ACCX 1000-1054, inclusive.

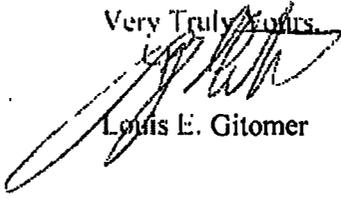
Honorable Anne K. Quinlan  
December 31, 2008  
Page 2

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4<sup>th</sup> Floor, Tucker, GA 30084-4431, and Consolidation Coal Company, 1800 Washington Road, Pittsburgh, PA 15241, covering 55 covered hopper cars numbered ACCX 1000-1054, inclusive.

Very Truly Yours



Louis E. Gitomer

Enclosure

RECORDATION NO. 27783 FILED

DEC 31 '08 -4 13 PM

SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF LEASE AGREEMENT**

dated as of December 31, 2008

between

**CONSOLIDATION COAL COMPANY,**  
as Lessee,

and

**BANC OF AMERICA LEASING & CAPITAL, LLC,**  
as Lessor

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**FILED WITH THE SURFACE TRANSPORTATION BOARD**  
**PURSUANT TO 49 U.S.C. § 11301**  
on \_\_\_\_\_, \_\_\_\_\_ at \_\_\_\_\_:\_\_\_\_.m.

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 21, 2008, by and between BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor") and CONSOLIDATION COAL COMPANY ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain rail car mover described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Master Lease Agreement dated as of December 21, 2008, and Lease Schedule No. 19596-90000-001 thereto and incorporating the terms thereof, dated as of December 21, 2008 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

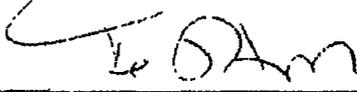
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This 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.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

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.

BANC OF AMERICA LEASING & CAPITAL, LLC

By:   
Name: Terri J. Craston  
Title: Vice President

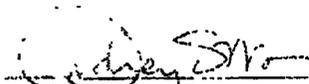
CONSOLIDATION COAL COMPANY

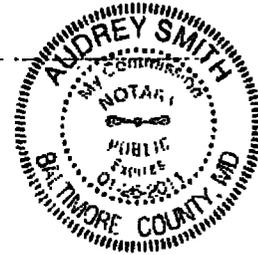
By:  *RMV/gm 1*  
Name: Daniel S. Cangilla  
Title: Treasurer

STATE OF MARYLAND )  
 ) ss.  
COUNTY OF BALTIMORE )

On this 30<sup>th</sup> day of December, 2008, before me appeared Terri J. Preston, the person who signed this instrument, who acknowledged that (s)he is the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

  
\_\_\_\_\_  
Notary Public



My commission expires:

January 26, 2011



**EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT**

**DESCRIPTION OF RAIL CAR MOVER AND REPORTING MARKS**

**Fifty Five (55) Trinity 5125 Cubic Foot 15 PSI Pressure Differential Railcars with Running Numbers ACCX 1000 – ACCX 1054**