

RECORDATION NO. 25323-B  
DEC 29 10 4:18 PM  
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

December 29, 2004

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 Supplement to Lease, dated as of December 6, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum Of Lease previously filed with the Board under Recordation Number 25323.

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

Lessor:	ICX Corporation Two Summit Park Drive, Suite 300 Cleveland, Ohio 44131
Lessee:	Carolina Power & Light Company d/b/a Progress Energys Carolinas, Inc.) 410 South Wilmington Street Raleigh, North Carolina 27601

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A description of the railroad equipment covered by the enclosed document  
is:

115 cars: PGNX 1100 - PGNX 1214.

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

Memorandum of Supplement to Lease.

Also enclosed is a check in the amount of \$32.00 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/anm  
Enclosures

PROCEEDING NO. 25323-B FEB

DEC 29 04 4:18 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SUPPLEMENT TO LEASE

This Memorandum of Supplement to Lease is entered into as of December 21, 2004, by and between ICX Corporation, an Ohio corporation having its principal place of business at Two Summit Park Dr., Suite 300, Cleveland, OH 44131 ("Lessor") and Carolina Power & Light Company d.b.a. Progress Energy Carolinas, Inc., a North Carolina corporation having its principal place of business at 410 South Wilmington Street, Raleigh, North Carolina 27601 ("Lessee").

Lessor and Lessee have entered into Equipment Schedule No. 002, issued pursuant to that certain Master Rail Lease Agreement having an effective date of October 11, 2004. Pursuant to such Equipment Schedule, Lessor has leased to Lessee One Hundred Fifteen (115)-Johnstown America AutoFlood III Aluminum Hopper Railcars bearing the following identification marks:

PGNX 1100 - 1214

for an initial term of 240 months commencing as of December 21, 2004.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Supplement to Lease as of the day and year first written above.

**ICX CORPORATION, Lessor**

**CAROLINA POWER & LIGHT  
COMPANY D.B.A. PROGRESS  
ENERGY CAROLINAS, INC., Lessee**

By: *Dennis J. Diemer*

By: *Rodney E. Gaddy*

Name: \_\_\_\_\_

Name: Rodney E. Gaddy

Title: Dennis J. Diemer  
Vice President

Title: Vice President Corporate Services

State of Ohio            )  
                                  ) ss:  
County of Cuyahoga    )

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by DENNIS DIEMER, its VICE PRESIDENT, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 21<sup>st</sup> day of DECEMBER, 2004.

Debra A. Grim  
Notary Public  
DEBRA A. GRIM  
NOTARY PUBLIC • STATE OF OHIO  
My commission expires Dec. 3, 2006

State of North Carolina     )  
  ) ss:  
County of Wake                )

BEFORE ME, a Notary Public in and for said County and State, personally appeared Carolina Power & Light Company d.b.a. Progress Energy Carolinas, Inc., a North Carolina corporation (the "Corporation"), by RODNEY GADDY, its VICE PRESIDENT, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Raleigh, North Carolina, this 21 day of December, 2004.

O. Marcus Taylor  
Notary Public

