

RECORDATION NO. 25323-E FILED

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MAR 07 '05 12-31 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

March 7, 2005

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 March 4, 2005, 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 Energy Carolinas, Inc.)
410 South Wilmington Street
Raleigh, North Carolina 27601

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

115 cars: PGNX 6100, PGNX 6106 - PGNX 6214 and PGNX 7100 - PGNX 7104.

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

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SUPPLEMENT TO LEASE

This Memorandum of Supplement to Lease is entered into as of March 4, 2005, 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. 007, 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:

W/B PGNX ~~5156-5160~~; PGNX 6100; PGNX 6106 - 6214
7100-7104 *RB for RC*
for an initial term of 240 months commencing as of March 4, 2005.

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: Dennis J. Diemer
Vice President

Name: Rodney E. Gaddy

Title: 3/4/05

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 J. 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 4th day of MARCH, 2005.

Debra A. Grim

Notary Public
DEBRA A. GRIM
NOTARY PUBLIC • STATE OF OHIO
My commission expires Dec. 3, 2005

