RECORDATION NO. 25323-H FILED

MAR 21 '05 2-35 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

March 21, 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 17, 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

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

PGNX 7105 - PGNX 7186
PGNX 7188 – PGNX 7214
PGNX 8100 – PGNX 8105

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

RECORDATION NO. 25323-H FILED

MAR 21 '05 2-35 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SUPPLEMENT TO LEASE

This Memorandum of Supplement to Lease is entered into as of March 17, 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. 008, 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 ~~7105 – 5215; PGNX 8100 – 8~~104
7105 – 7186, 7188 – 7214, 8100 – 8105

for an initial term of 240 months commencing as of March 17, 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

By: Dennis J. Diemer

Name: Dennis J. Diemer

Title: Vice President

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

By: Thomas R. Sullivan

Name: Thomas R. Sullivan

Title: Treasurer

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 17th day of MARCH, 2005.

Debra A. Gum
Notary Public
STATE OF OHIO

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 Thomas R. Sullivan, its Treasurer, 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 (Wake, North Carolina, this 16th day of March, 2005.

Patsy W McDonald
Notary Public

My Commission Expires 7-22-2007