

RECORDATION NO. 25323-N FILE

APR 19 '05 2-18 PM  
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

April 19, 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  
April 19, 2005  
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A description of the railroad equipment covered by the enclosed document  
is:

115 cars: PGNX 5156 - PGNX 5160 and PGNX 9105 - PGNX 9214.

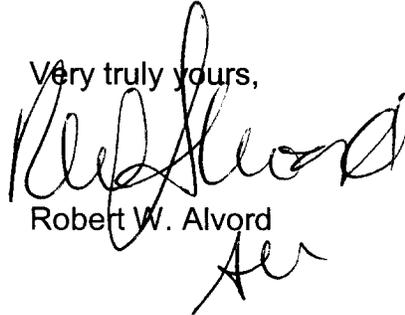
A short summary of the document to appear in the index is:

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,

A handwritten signature in black ink, appearing to read "R. Alvord", is written over the typed name. Below the signature is a small, stylized handwritten mark that looks like "R".

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 APRIL 14, 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. 010, 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 5156 - 5160; 9105 - 9214

for an initial term of 240 months commencing as of APRIL 14, 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*  
Name: Dennis J. Diemer

Title: Vice President

By: *Rodney E. Gaddy*  
Name: Rodney E. Gaddy

Title: Vice President

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 Dennis 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 14<sup>th</sup> day of April, 2005.

Michelle Smego  
Notary Public

**MICHELLE SMEGO**  
Notary Public, State of Ohio, Cuy. Cty.  
My commission expires July 1, 2008

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 E. 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 14 day of April, 2005.

O. Marcus Taylor  
Notary Public

