

RECORDATION NO. 22661-C FILED

AUG 11 2005

AUG 11 '05

3-23 PM

# FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

VIA UPS 2<sup>nd</sup> DAY AIR

August 9, 2005

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement, dated June 23, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22661.

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

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Norfolk Southern Railway Corporation  
110 Franklin Road SE  
Roanoke, VA 24042-0072

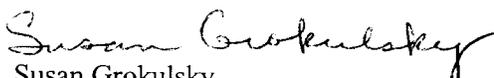
A description of the railroad equipment covered by the enclosed document is one hundred forty-seven (147) single unit Husky Stack intermodal cars, marked CRLE and NOKL (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5355.  
Thank you for your cooperation in this matter.

Very truly yours,

  
Susan Grokulsky  
Manager of Documentation

Enclosures

(NS065)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23<sup>rd</sup> day of June, 2005 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Norfolk Southern Railway Company, a Virginia corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of August 30, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 40 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of July 1, 2005, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

By: Theresa Catapano  
Name: THERESA CATAPANO  
Title: MGR. OF DOCUMENTATION

Executed on this 23<sup>rd</sup> day of June, 2005

[CORPORATE SEAL]

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STATE OF ILLINOIS

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COUNTY OF DU PAGE

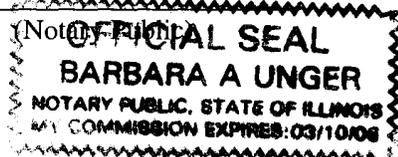
SURFACE TRANSPORTATION BOARD

I, BARBARA A. UNGER, a Notary Public of the County and State aforesaid, certify that RICHARD SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23<sup>rd</sup> day of June, 2005.

Barbara A. Unger  
Notary Public

My Commission Expires:



LESSEE:

NORFOLK SOUTHERN RAILWAY  
COMPANY

ATTEST:

By: E. L. Barnett  
Name: E. L. Barnett  
Title: Fleet SECRETARY

By: [Signature]  
Name: G. R. Steele  
Title: Director Purchasing

Executed on this 30 day of June, 2005.

[CORPORATE SEAL]

STATE OF Virginia  
COUNTY OF Roanoke

I, E. L. Barnett, a Notary Public of the County and State  
aforesaid, certify that G. R. Steele personally appeared before  
me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 30 day of June, 2005.

E. L. Barnett  
Notary Public

My Commission Expires:

Jan. 31, 2007  
(Notary Public)

**EXHIBIT A to MEMORANDUM OF LEASE**

NUMBER OF CARS: One hundred forty-seven (147)

DESCRIPTION OF CARS: Single unit Husky-Stack™, Intermodal cars

CAR NUMBERS:

CRLE 005409	NOKL 210123	NOKL 210165	NOKL 210207
CRLE 005413	NOKL 210124	NOKL 210166	NOKL 210208
CRLE 005430	NOKL 210125	NOKL 210167	NOKL 210209
CRLE 005441	NOKL 210126	NOKL 210168	NOKL 210210
CRLE 005447	NOKL 210127	NOKL 210169	NOKL 210211
CRLE 005455	NOKL 210128	NOKL 210170	NOKL 210212
CRLE 005456	NOKL 210129	NOKL 210171	NOKL 210213
CRLE 005477	NOKL 210131	NOKL 210172	NOKL 210215
CRLE 005481	NOKL 210132	NOKL 210173	NOKL 210216
CRLE 005491	NOKL 210133	NOKL 210174	NOKL 210217
CRLE 005493	NOKL 210134	NOKL 210175	NOKL 210218
CRLE 005494	NOKL 210135	NOKL 210176	NOKL 210219
CRLE 005514	NOKL 210136	NOKL 210178	NOKL 210220
CRLE 005532	NOKL 210137	NOKL 210179	NOKL 210221
CRLE 005533	NOKL 210138	NOKL 210180	NOKL 210222
CRLE 005534	NOKL 210139	NOKL 210182	NOKL 210223
CRLE 005535	NOKL 210140	NOKL 210183	NOKL 210224
CRLE 005540	NOKL 210142	NOKL 210184	NOKL 210225
NOKL 210100	NOKL 210143	NOKL 210185	NOKL 210226
NOKL 210101	NOKL 210144	NOKL 210186	NOKL 210227
NOKL 210102	NOKL 210145	NOKL 210187	NOKL 210228
NOKL 210103	NOKL 210146	NOKL 210188	NOKL 210229
NOKL 210104	NOKL 210148	NOKL 210189	NOKL 210230
NOKL 210105	NOKL 210149	NOKL 210190	NOKL 210231
NOKL 210106	NOKL 210150	NOKL 210192	NOKL 210236
NOKL 210110	NOKL 210151	NOKL 210195	NOKL 210238
NOKL 210111	NOKL 210152	NOKL 210196	NOKL 210239
NOKL 210112	NOKL 210153	NOKL 210197	NOKL 210241
NOKL 210114	NOKL 210154	NOKL 210198	NOKL 210242
NOKL 210115	NOKL 210157	NOKL 210199	NOKL 210243
NOKL 210116	NOKL 210158	NOKL 210200	NOKL 210244
NOKL 210117	NOKL 210159	NOKL 210201	NOKL 210245
NOKL 210118	NOKL 210160	NOKL 210202	NOKL 210246
NOKL 210119	NOKL 210161	NOKL 210203	NOKL 210247
NOKL 210120	NOKL 210162	NOKL 210204	NOKL 210248
NOKL 210121	NOKL 210163	NOKL 210205	NOKL 210249
NOKL 210122	NOKL 210164	NOKL 210206	Count: 147