

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 500
Rosemont, IL 60018-4214

RECORDATION NO. 22661-D FILED

FEB 24 '06

12-33 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

February 22, 2006

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 two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated February 8, 2006, 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 Company
110 Franklin Road
Roanoke, VA 24042

A description of the railroad equipment covered by the enclosed document is fifty-eight (58) 52' gondola cars with 5'6" sides, 286,000 lbs. GWR (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.

Sincerely,

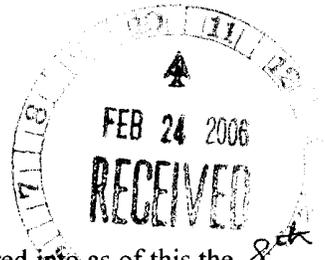
Susan Grokulsky
Manager of Documentation

Enclosures

(NS072)

ASSGN. NO.: NS072

MEMORANDUM OF LEASE



THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 8th day of February, 2006 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. 44 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of February 8 2006, 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: Susan Grokulska
Name: SUSAN GROKULSKY
Title: MGR. OF DOCUMENTATION

Executed on this 8th day of February, 2006

RECORDATION NO. 22661-D FILED

[CORPORATE SEAL]

FEB 24 '06

12-33 PM

STATE OF ILLINOIS
COUNTY OF COOK

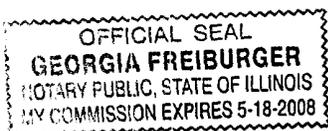
SURFACE TRANSPORTATION BOARD

I, GEORGIA FREIBURGER a Notary Public of the County and State aforesaid, certify that RICHARD F. 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 8th day of February, 2006.

Georgia Freiburger
Notary Public

My Commission Expires:
5-2008
(Notary Public)



LESSEE:

NORFOLK SOUTHERN RAILWAY
COMPANY

ATTEST:

By: *Deborah H. Butler*
Name: Deborah H. Butler
Title: VP Customer Service

By: _____
Name: _____
Title: _____

Executed on this 20th day of January, 2006.

[CORPORATE SEAL]

STATE OF Georgia
COUNTY OF Cobb

I, Dianne M. Johnson, a Notary Public of the County and State aforesaid, certify that Deborah H. Butler 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 20th day of JANUARY, 2006.

Dianne M. Johnson
Notary Public

My Commission Expires:

MY COMMISSION EXPIRES MAY 8, 2007

(Notary Public)

EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty-eight (58)

DESCRIPTION OF CARS: 52' gondola cars with 5' 6" sides, 286,000 lbs. GWR

CAR NUMBERS:

NOKL 320083	NOKL 320670
NOKL 320085	NOKL 320671
NOKL 320091	NOKL 320673
NOKL 320103	NOKL 320675
NOKL 320109	NOKL 320677
NOKL 320135	NOKL 320686
NOKL 320158	NOKL 320698
NOKL 320160	NOKL 320699
NOKL 320166	NOKL 320776
NOKL 320167	NOKL 320782
NOKL 320176	NOKL 320785
NOKL 320181	NOKL 320788
NOKL 320600	NOKL 320791
NOKL 320601	NOKL 320793
NOKL 320607	NOKL 320799
NOKL 320614	NOKL 320800
NOKL 320615	NOKL 320803
NOKL 320625	NOKL 320805
NOKL 320628	NOKL 320806
NOKL 320631	NOKL 320808
NOKL 320637	NOKL 320809
NOKL 320638	NOKL 320811
NOKL 320645	NOKL 320815
NOKL 320647	NOKL 320816
NOKL 320650	NOKL 320818
NOKL 320652	NOKL 320821
NOKL 320654	NOKL 320822
NOKL 320657	NOKL 320823
NOKL 320665	Count: 58
NOKL 320666	