

RECORDATION NO. 22774-K FILED

APR 25 '06 2-09 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 2nd DAY AIR

April 21, 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 August 23, 2004, 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 22774.

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

<p>Lessor: First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: Norfolk Southern Railway Company 110 Franklin Rd. S.E. Roanoke, VA 24072-0072</p>
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A description of the railroad equipment covered by the enclosed document is one hundred (100) New Trinity built 60' auto-parts boxcars marked NS 472475 - NS 472574.

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

Also enclosed is a check in the amount of \$34.00 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

ASSGN. NO.: NS060

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23rd, day of August, 2004 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. 36 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of August 23, 2004, 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: _____
Title: RICHARD F. SEYMOUR
Vice President Sales & Marketing

By: Susan Grokulskey
Name: SUSAN GROKULSKY
Title: MANAGER OF DOCUMENTATION

Executed on this ___ day of _____, 2004

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

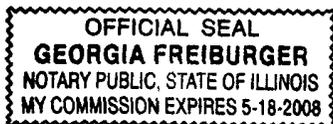
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23rd day of August, 2004.

Georgia Freiburger
Notary Public

My Commission Expires:

5-18-2008
(Notary Public)



LESSEE:

NORFOLK SOUTHERN RAILWAY
COMPANY

ATTEST:

By: [Signature]
Name: Sylvia A. Long
Title: Asst. Mgr. Purchasing

By: [Signature]
Name: JERRY D. HILGER
Title: Manager Purchasing

Executed on this 13 day of Sept, 2004.

[CORPORATE SEAL]

STATE OF VIRGINIA

COUNTY OF ROANOKE

I, E L BARNETT, a Notary Public of the County and State aforesaid, certify that JERRY L. HILGER 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 13 day of SEPTEMBER, 2004.

[Signature]
Notary Public

My Commission Expires:

JANUARY 31, 2007
(Notary Public)

EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred (100)

DESCRIPTION OF CARS: New Trinity built 60' Auto-parts box cars with a top hung sliding door system.

CAR NUMBERS: NS 472475 - NS 472574