

RECORDATION NO. 22661-E FILED

JAN 10 '07

1-18 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

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

VIA UPS 2nd DAY AIR

January 8, 2007

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 an Amendment to Memorandum of Lease Agreement, dated June 5, 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 Rd. S.E.
Roanoke, VA 24072-0072

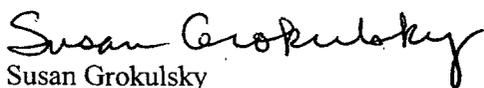
A description of the railroad equipment covered by the enclosed document is twenty (20) 52' gondola cars (see Exhibit A for numbers).

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

(NS072)

AMENDMENT TO MEMORANDUM OF LEASE

THIS AMENDMENT TO MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 5th day of June, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Norfolk Southern Railway Company ("Lessee"), a Virginia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), 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; and

A Memorandum evidencing such Rider No. 44 (and such Lease Agreement) was filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on February 24, 2006 at 12:33 p.m. under Recordation Number 22661-D.

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, agree that:

- a) Exhibit A to such Memorandum is amended as follows:
1) The number of cars is reduced to twenty (20);
b) Except as amended hereby, the terms and conditions of such Memorandum of Lease remain in full force and effect.

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

LESSOR:

RECORDATION NO. 22661-E FILED

FIRST UNION RAIL CORPORATION

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ATTEST:

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

By: Susan Grokulska
Name: SUSAN GROKULSKA
Title: MGR. OF DOCUMENTATION

Executed on this 5th day of June, 2006

[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 5th day of June, 2006.

Signature of Georgia Freiburger
Notary Public

My Commission Expires: 5-2008 (Notary Public)



LESSEE:

NORFOLK SOUTHERN RAILWAY COMPANY

ATTEST:

By: ANTHONY L ROSA
Name: Anthony L Rosa
Title: SR DIR Equip PLANNING

By: _____
Name: _____
Title: _____

Executed on this 31 day of MAY, 2006.

[CORPORATE SEAL]

STATE OF GEORGIA
COUNTY OF Cobb

I, DIANNE M. JOHNSON, a Notary Public of the County and State aforesaid, certify that ANTHONY L. ROSA 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 31 day of MAY, 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: Twenty (20)

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

CAR NUMBERS:

NOKL	320085
NOKL	320103
NOKL	320135
NOKL	320158
NOKL	320176
NOKL	320607
NOKL	320631
NOKL	320645
NOKL	320647
NOKL	320652
NOKL	320670
NOKL	320673
NOKL	320677
NOKL	320686
NOKL	320788
NOKL	320799
NOKL	320803
NOKL	320806
NOKL	320601
NOKL	320699
Count:	20