



CORPORATION SERVICE COMPANY

RECORDATION NO. 21738-I FILED

FEB 02 '07 -11 51 AM

SURFACE TRANSPORTATION BOARD

CSC - SPRINGFIELD  
801 Adlai Stevenson Drive  
Springfield Il 62703  
800-927-9801 Ext 3813  
217-492-2727

To: SURFACE TRANSPORTATION BOARD \*\*ATTENTION BARB SADLER\*\*

From: April Oshea

Date: February 1, 2007

Order#: 739218/005

Re: NS201800-NS201949 NORFOLK SOUTHERN RAILWAY CO

Please process the enclosed documents for the service indicated below.

XX Other: Secondary Stb Filing

RECEIPT SHOULD BE IN OUR OFFICE: 02/09/2007  
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed in the amount of \$34.00. DO NOT WRITE CHECK FOR MORE THAN THIS AMOUNT. IF ADDITIONAL MONEY IS NEEDED, PLEASE CONTACT US IMMEDIATELY.  
Payable to: Surface Transportation Board

Mailing Instructions:  
XX Return the filing acknowledgement to our office.  
Appropriate Fed Ex envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions:  
Lessee:  
Norfolk Southern Railway Company  
110 Franklin Road SE  
Roanoke, VA 24042

Lessor:



CORPORATION SERVICE COMPANY

The CIT Group/Equipment Financing, Inc.  
1211 Avenue of the Americas  
New York, NY 10036

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 5<sup>th</sup> day of ~~OCTOBER~~, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia corporation, with an address at 110 Franklin Road S.E., Roanoke, VA 24042-0072 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Net Railcar Lease (the "Lease") dated as of October 8, 1998 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on October 26, 1998 as Recordation Number 21738.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

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THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William P. O'Brien  
Name: William P. O'Brien  
Title: Vice President

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SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

NORFOLK SOUTHERN RAILWAY COMPANY

By: DW CLARY  
Name: DW CLARY  
Title: Manager Purchasing Car

**Schedule A**

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
150	52' - 5'6" sided mill gondola	NS201800 – NS201949 inclusive