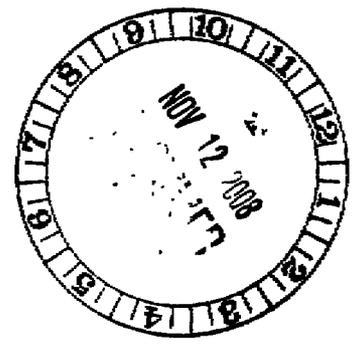


FIRST UNION RAIL

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



VIA UPS 2nd DAY AIR

November 7, 2008

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Replacement Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement dated October 27, 2008, 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 Surface Transportation Board under Recordation Number 20251. The names and addresses of the parties to the enclosed document are:

<u>Lessor:</u>	The Fifth Third Leasing Company	<u>Replacement Lessee:</u>	First Union Rail Corporation
	38 Fountain Square Plaza		One O'Hare Centre
	Mail Drop 10904A		6250 River Road, Suite 5000
	Cincinnati, OH 45263		Rosemont, IL 60018

A description of the railroad equipment covered by the enclosed document is ninety nine (99) three-platform articulated railcars having KCS and NOKI marks (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$41.00 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) 384-5397. Thank you for your cooperation in this matter

Sincerely,

Marcia Dunne
Sr. Rail Documentation Specialist

Enclosures

NOV 12 '08

3-52 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF REPLACEMENT LEASE AGREEMENT
(Surface Transportation Board)**

THIS MEMORANDUM OF REPLACEMENT LEASE AGREEMENT (the "Memorandum") dated as of October 27, 2008 is between THE FIFTH THIRD LEASING COMPANY, an Ohio corporation (the "Lessor") and FIRST UNION RAIL CORPORATION, a North Carolina corporation (the "Replacement Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

The undersigned have entered into that certain Replacement Lease Agreement dated as of August 20, 1996 (the "Replacement Lease"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor, ninety-nine (99), three-platform articulated railcars identified on Schedule 1 attached hereto (the "Equipment") effective as of July 1, 2001.

The parties hereto wish to show for the public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

THE FIFTH THIRD LEASING COMPANY

By: James A. Merz
Name: JAMES A. Merz
Title: Vice President

STATE OF OH)
COUNTY OF Hamilton) ss:

The foregoing Memorandum of Replacement Lease Agreement was acknowledged before me, the undersigned Notary Public, in the County of Hamilton this 27 day of October, 2008 by JAMES A. MERZ, as VICE PRESIDENT of THE FIFTH THIRD LEASING COMPANY, a OHIO corporation.

Elaine Ellis
Notary Public

My commission expires: 9.14.12

ELAINE ELLIS
Notary Public, State of Ohio
My Commission Expires Sept. 14, 2012



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FIRST UNION RAIL CORPORATION

By: *[Signature]*
Name: John J. Thomas
Title: President

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

The foregoing Memorandum of Replacement Lease Agreement was acknowledged before me, the undersigned Notary Public, in the County of Cook this 3rd day of November, 2008 by John J. Thomas, as President of FIRST UNION RAIL CORPORATION, a North Carolina corporation.

Susan Grokulsky
Notary Public

My commission expires: 8-14-2012

[Notarial Seal]



SCHEDULE 1

DESCRIPTION OF EQUIPMENT

Ninety-nine (99), three-platform articulated railcars, built by Gunderson (1996)

Railcar Numbers

1	KCS	009001	42	KCS	009048	83	KCS	009093
2	KCS	009002	43	KCS	009050	84	KCS	009095
3	KCS	009003	44	KCS	009052	85	KCS	009096
4	KCS	009004	45	KCS	009054	86	KCS	009097
5	KCS	009005	46	KCS	009055	87	KCS	009098
6	KCS	009006	47	KCS	009056	88	KCS	009099
7	KCS	009007	48	KCS	009057	89	KCS	009100
8	KCS	009008	49	KCS	009058	90	NOKL	230611
9	KCS	009009	50	KCS	009059	91	NOKL	230614
10	KCS	009010	51	KCS	009060	92	NOKL	230617
11	KCS	009012	52	KCS	009061	93	NOKL	230618
12	KCS	009013	53	KCS	009062	94	NOKL	230623
13	KCS	009015	54	KCS	009063	95	NOKL	230640
14	KCS	009016	55	KCS	009064	96	NOKL	230643
15	KCS	009018	56	KCS	009065	97	NOKL	230651
16	KCS	009019	57	KCS	009066	98	NOKL	230669
17	KCS	009020	58	KCS	009067	99	NOKL	230694
18	KCS	009021	59	KCS	009068			
19	KCS	009022	60	KCS	009069			
20	KCS	009024	61	KCS	009070			
21	KCS	009025	62	KCS	009071			
22	KCS	009026	63	KCS	009072			
23	KCS	009027	64	KCS	009073			
24	KCS	009028	65	KCS	009074			
25	KCS	009029	66	KCS	009075			
26	KCS	009030	67	KCS	009076			
27	KCS	009031	68	KCS	009078			
28	KCS	009032	69	KCS	009079			
29	KCS	009033	70	KCS	009080			
30	KCS	009034	71	KCS	009081			
31	KCS	009035	72	KCS	009082			
32	KCS	009036	73	KCS	009083			
33	KCS	009037	74	KCS	009084			
34	KCS	009038	75	KCS	009085			
35	KCS	009039	76	KCS	009086			
36	KCS	009041	77	KCS	009087			
37	KCS	009042	78	KCS	009088			
38	KCS	009044	79	KCS	009089			
39	KCS	009045	80	KCS	009090			
40	KCS	009046	81	KCS	009091			
41	KCS	009047	82	KCS	009092			