

RECORDATION NO. 26050-E FEB

FEB 03 '09 -8 00 AM

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SURFACE TRANSPORTATION BOARD

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February 3, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Full Service Railcar Lease, dated as of December 17, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Mortgage and related documents previously filed with the Board under Recordation Number 26050.

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

Lessor: BBRX One LLC
885 Second Avenue
New York, NY 10017

Lessee: CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

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A description of the railroad equipment covered by the enclosed document is:

123 gondola railcars within the series AOK 350502 - AOK 350746 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Full Service Railcar Lease.

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

FEB 03 '09 -8 00 AM

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 17th day of December, 2008, to that certain Master Full Service Railcar Lease dated as of December 17, 2008, between BBRX ONE LLC, a Delaware limited liability company, (the "Lessor") and CSX TRANSPORTATION, INC., a Virginia corporation (the "Lessee"), pursuant to which Schedule No. 01 has been executed, is made by the Lessor and the Lessee (the Lessor and together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into that certain Master Full Service Railcar Lease dated as of December 17, 2008 and that certain Schedule No. 01 thereto dated as of the same date (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties 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 Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Full Service Railcar Lease to be executed by a duly authorized officer as of the day and year first above written.

BBRX ONE LLC, as Lessor

By: 
Name: _____ **Larry Littlefield**
Title: _____ **Vice President**
Date: 12/23/08

CSX TRANSPORTATION, INC., as Lessee

By: 
Name: CHRISTINE MASTROIANNI
Title: Mgr. ~~Leasing~~ Treasury
Date: 12.17.08

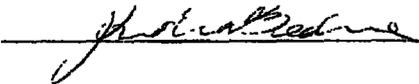
STATE OF New York)

) SS:

COUNTY OF New York)

On 12/23 2008 before me, Indra Bedasie, Notary Public, personally appeared Jerry J. Ellegren personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



INDRA BEDASIE
Notary Public, State of New York
No. 01BE6014602
Qualified in Queens County
Certificate Filed in New York County
Commission Expires October 19, 2010

STATE OF Florida)
) SS:
COUNTY OF Duval)



On Dec 17, 2008, before me, Stephanie Reynolds, Notary Public, personally appeared C. Mastromatteo personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Stephanie Reynolds



EXHIBIT A

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

Quantity/Car Description

One hundred twenty-three (123) 2494 CF, 52' gondola railcars equipped with 5' sides.

Reporting Marks/Numbers

AOK 350502	AOK 350586	AOK 350669
AOK 350504	AOK 350587	AOK 350672
AOK 350506	AOK 350588	AOK 350673
AOK 350507	AOK 350589	AOK 350675
AOK 350508	AOK 350591	AOK 350683
AOK 350509	AOK 350594	AOK 350684
AOK 350511	AOK 350600	AOK 350686
AOK 350512	AOK 350602	AOK 350690
AOK 350514	AOK 350605	AOK 350691
AOK 350515	AOK 350606	AOK 350692
AOK 350520	AOK 350609	AOK 350694
AOK 350522	AOK 350610	AOK 350695
AOK 350525	AOK 350614	AOK 350696
AOK 350526	AOK 350615	AOK 350698
AOK 350528	AOK 350616	AOK 350699
AOK 350529	AOK 350618	AOK 350700
AOK 350532	AOK 350619	AOK 350703
AOK 350533	AOK 350620	AOK 350704
AOK 350534	AOK 350621	AOK 350709
AOK 350538	AOK 350622	AOK 350710
AOK 350541	AOK 350623	AOK 350711
AOK 350542	AOK 350626	AOK 350712
AOK 350546	AOK 350627	AOK 350714
AOK 350548	AOK 350628	AOK 350716
AOK 350550	AOK 350630	AOK 350718
AOK 350551	AOK 350632	AOK 350720
AOK 350552	AOK 350633	AOK 350721
AOK 350553	AOK 350639	AOK 350722
AOK 350557	AOK 350643	AOK 350724
AOK 350558	AOK 350644	AOK 350726
AOK 350559	AOK 350646	AOK 350727
AOK 350561	AOK 350647	AOK 350729
AOK 350562	AOK 350652	AOK 350731
AOK 350563	AOK 350654	AOK 350732
AOK 350565	AOK 350655	AOK 350734
AOK 350567	AOK 350657	AOK 350736
AOK 350574	AOK 350658	AOK 350737
AOK 350577	AOK 350662	AOK 350739
AOK 350580	AOK 350663	AOK 350742
AOK 350581	AOK 350667	AOK 350745
AOK 350583	AOK 350668	AOK 350746

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 2/3/09



Robert W. Alvord