

RECORDATION NO. 22661-K FILED

APR 23 '09

4-21 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

April 21, 2009

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 Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement, dated March 26, 2009, 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 22661. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

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

A description of the railroad equipment covered by the enclosed document is one hundred forty seven (147) intermodal cars having CRLE and NOKL marks (see Exhibit A for car numbers).

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

ASSGN. NO.: NS088

MEMORANDUM OF LEASE

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SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26 day of March, 2009 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. 56 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of July 1, 2005, 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: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

By: Susan Grokulsky
Name: SUSAN GROKULSKY
Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 26th day of March, 2009

[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 26th day of March, 2009.

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

NORFOLK SOUTHERN RAILWAY COMPANY

ATTEST:

By: [Signature]
Name: H. A. LEE
Title: ASST. MGR. PURCHASING CAR

By: [Signature]
Name: DW CLARY
Title: MGR. PURCHASING CAR

Executed on this ___ day of _____, 2009.

[CORPORATE SEAL]

STATE OF VIRGINIA

COUNTY OF ROANOKE

I, ANNE W. ELLIOTT, a Notary Public of the County and State aforesaid, certify that DW CLARY 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 APRIL, 2009.

[Signature]
Notary Public

My Commission Expires:

4/30/11
(Notary Public)



EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred forty-seven (147)

DESCRIPTION OF CARS: Single unit Husky-Stack TM, Intermodal cars

CAR NUMBERS:

CRLE 005533*	NOKL 210137	NOKL 210174	NOKL 210211
CRLE 005535*	NOKL 210138	NOKL 210175	NOKL 210212
NOKL 210100	NOKL 210139	NOKL 210176	NOKL 210213
NOKL 210101	NOKL 210140	NOKL 210177	NOKL 210214
NOKL 210102	NOKL 210141	NOKL 210178	NOKL 210215
NOKL 210103	NOKL 210142	NOKL 210179	NOKL 210216
NOKL 210104	NOKL 210143	NOKL 210180	NOKL 210217
NOKL 210105	NOKL 210144	NOKL 210181	NOKL 210218
NOKL 210106	NOKL 210145	NOKL 210182	NOKL 210219
NOKL 210109	NOKL 210146	NOKL 210183	NOKL 210220
NOKL 210110	NOKL 210147	NOKL 210184	NOKL 210221
NOKL 210111	NOKL 210148	NOKL 210185	NOKL 210222
NOKL 210112	NOKL 210149	NOKL 210186	NOKL 210223
NOKL 210113	NOKL 210150	NOKL 210187	NOKL 210224
NOKL 210114	NOKL 210151	NOKL 210188	NOKL 210225
NOKL 210115	NOKL 210152	NOKL 210189	NOKL 210226
NOKL 210116	NOKL 210153	NOKL 210190	NOKL 210227
NOKL 210117	NOKL 210154	NOKL 210191	NOKL 210228
NOKL 210118	NOKL 210155	NOKL 210192	NOKL 210229
NOKL 210119	NOKL 210156	NOKL 210193	NOKL 210230
NOKL 210120	NOKL 210157	NOKL 210194	NOKL 210231
NOKL 210121	NOKL 210158	NOKL 210195	NOKL 210232
NOKL 210122	NOKL 210159	NOKL 210196	NOKL 210234
NOKL 210123	NOKL 210160	NOKL 210197	NOKL 210236
NOKL 210124	NOKL 210161	NOKL 210198	NOKL 210238
NOKL 210125	NOKL 210162	NOKL 210199	NOKL 210239
NOKL 210126	NOKL 210163	NOKL 210200	NOKL 210240
NOKL 210127	NOKL 210164	NOKL 210201	NOKL 210241
NOKL 210128	NOKL 210165	NOKL 210202	NOKL 210242
NOKL 210129	NOKL 210166	NOKL 210203	NOKL 210243
NOKL 210130	NOKL 210167	NOKL 210204	NOKL 210244
NOKL 210131	NOKL 210168	NOKL 210205	NOKL 210245
NOKL 210132	NOKL 210169	NOKL 210206	NOKL 210246
NOKL 210133	NOKL 210170	NOKL 210207	NOKL 210247
NOKL 210134	NOKL 210171	NOKL 210208	NOKL 210248
NOKL 210135	NOKL 210172	NOKL 210209	NOKL 210249
NOKL 210136	NOKL 210173	NOKL 210210	

*CRLE-marked cars to be remarked to: NOKL 210233
NOKL 210235