

RECORDATION NO. 29494 FILED

OCT 06 '10 -3 51 PM

SURFACE TRANSPORTATION BOARD

Mitsui Rail Capital, LLC  
71 South Wacker Drive  
Suite 1800  
Chicago, Illinois 60606

Main (312) 803-8880  
Fax (312) 803-8890



October 6, 2010

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Please find attached one (1) copy of a Memorandum of Lease dated September 22, 2010 between the following parties:

Lessor: Mitsui Rail Capital, LLC  
71 S. Wacker Drive, Suite 1800  
Chicago, IL 60606

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

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

134 railcars MBKX 300520 - MBKX 300653 inclusive.

This filing is to appear in the index as follows: Memorandum of Lease dated September 22, 2010.

Please file this as a primary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

*/s/ Christine Peterson*

Christine Peterson  
Contract Administrator/Paralegal

Enclosure

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SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF LEASE  
BETWEEN  
MITSUI RAIL CAPITAL, LLC  
("LESSOR")**

**AND**

**CSX TRANSPORTATION, INC.  
("LESSEE")**

**SEPTEMBER 22, 2010**

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This Memorandum of Lease is made and entered into as of September 22, 2010 by and between MITSUI RAIL CAPITAL, LLC, a Delaware limited liability company, ("Lessor") and CSX TRANSPORTATION, INC., a Virginia corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor one hundred thirty-four (134) 2005 FreightCar America built Bethgon II Railcars bearing marks and numbers as follows:

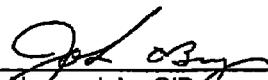
MBKX 300520 – MBKX 300653 inclusive

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

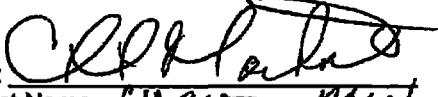
LESSOR:

MITSUI RAIL CAPITAL, LLC

By:   
Print Name: John O'Bryan  
Title: President

LESSEE:

CSX TRANSPORTATION, INC.

By:   
Print Name: Christine Marchetta  
Title: Mgr. Leasing + Procure

STATE OF ILLINOIS

COUNTY OF COOK

On this 30<sup>th</sup> day of September, 2010, before me personally appeared John O'Bryan, to me personally known, who being by me duly sworn, says that he is the President of MITSUI RAIL CAPITAL, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Christie C Peterson  
NOTARY PUBLIC

My commission expires: July 7, 2012



STATE OF Florida

COUNTY OF Duval

On this 28<sup>th</sup> day of September, 2010, before me personally appeared Christino Mastromatteo, to me personally known, who being by me duly sworn, says that he is the Vice President & Treasurer of CSX TRANSPORTATION, INC. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Florence J. Miller  
NOTARY PUBLIC

My commission expires:  
Aug. 3, 2014

