RECORDATION NO. 21702G FILED

MAY 21 '12 -11 15 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Rd, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

May 16, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, DC 20423-001
Attn: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated May 10, 2012, 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 21702. 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 for five hundred sixty-nine (569) Intermodal cars having CRLE marks to be remarked to SMW (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
Senior Rail Documentation Specialist

Enclosures
(NS103)

RECORDATION NO. 21702-6 FILED

MAY 21 '12 -11 15 AM

SURFACE TRANSPORTATION BOARD

ASSGN. NO.: NS003

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 10th, day of May, 2012 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. 62 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of June 1, 2012, 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

By: [signature]
Name: JOHN J. THOMAS
Title: PRESIDENT

Executed on this 10th day of May, 2012.

ATTEST:

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

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS 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 10th day of May, 2012.

[signature]
Notary Public

My Commission Expires:

6-2012
(Notary Public)

OFFICIAL SEAL
GEORGIA FREIBURGER
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 6-5-2012

LESSEE:

NORFOLK SOUTHERN RAILWAY COMPANY

ATTEST:

By: _____
Name: Kenneth E. Jensen
Title: Director Purchasing

By: _____
Name: Danielle Beerwerk
Title: Sr. Mgr. Purchasing - Con

Executed on this 8th day of May, 2012.

[CORPORATE SEAL]

STATE OF Virginia

COUNTY OF Roanoke

I, Patricia Aynsley Sowers, a Notary Public of the County and State aforesaid, certify that Ken Jensen 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 8 day of May, 2012.

_____
Notary Public

My Commission Expires:

12/31/13
(Notary Public)

EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS:	Five hundred sixty-nine (569)
DESCRIPTION OF CARS:	Single unit Husky-Stack ™, Intermodal cars
CAR NUMBERS:	CRLE 5000-5798 to be remarked to SMW 210250-210849.