

ALVORD AND ALVORD
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

September 20, 2010

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

Dear Section Chief,

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 August 11, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Mortgage previously filed with the Board under Recordation Number 27295.

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

Lessor: Babcock & Brown Rail Funding LLC
885 Second Avenue, 49th Floor
New York, NY 10017

Lessee: CSX Transportation, Inc.
100 North Charles Street
Baltimore, MD 21201

Section Chief
September 20, 2010
Page 2

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

51 railcars within the series AOK 14106 - AOK 14170 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

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 11th day of August, 2010, to that certain Master Full Service Railcar Lease dated as of August 11, 2010, between BABCOCK & BROWN RAIL FUNDING 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 August 11, 2010 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 set forth below.

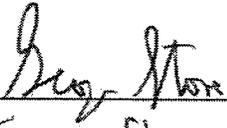
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee 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 set forth below.

BABCOCK & BROWN RAIL FUNDING LLC, as Lessor

By: 
Name: George Hone
Title: Vice President
Date: 8/24/10

CSX TRANSPORTATION, INC., as Lessee

By: 
Name: CHRISTINE MASTROMATEO
Title: MOBILE LEASING & TRACKING
Date: 20 Aug 10

STATE OF New York)
) SS:

COUNTY OF New York)

On 8/24, 2010 before me, Indra Bedasie, Notary Public, personally appeared George Stone, 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 Aug 20, 2010, before me, Florence J. Miller, Notary Public, personally appeared Christina Haskin Miller 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.

Florence J. Miller

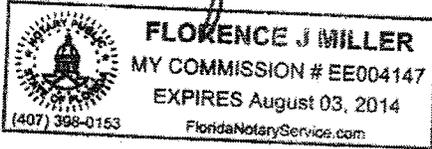


EXHIBIT A

TO MEMORANDUM OF FULL SERVICE RAILCAR LEASE

Quantity/Car Description

Fifty one (51) 50' Plate F boxcars with single 12' plug doors, 286,000 GRL, AAR Car Type Code A406, built by Gunderson.

Reporting Marks/Numbers

AOK 14106	AOK 14141
AOK 14107	AOK 14142
AOK 14110	AOK 14144
AOK 14111	AOK 14145
AOK 14112	AOK 14146
AOK 14113	AOK 14148
AOK 14119	AOK 14149
AOK 14120	AOK 14150
AOK 14121	AOK 14152
AOK 14122	AOK 14153
AOK 14123	AOK 14154
AOK 14124	AOK 14156
AOK 14125	AOK 14157
AOK 14126	AOK 14158
AOK 14128	AOK 14159
AOK 14130	AOK 14160
AOK 14131	AOK 14161
AOK 14132	AOK 14162
AOK 14133	AOK 14163
AOK 14134	AOK 14165
AOK 14135	AOK 14166
AOK 14136	AOK 14167
AOK 14137	AOK 14168
AOK 14138	AOK 14169
AOK 14139	AOK 14170
AOK 14140	

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: 9/20/10



Robert W. Alvord