

RECORDATION NO. 29424-A FILED

AUG 16 '10 -1 09 PM

VIA UPS 2ND DAY AIR

FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

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

Tel 847.318.7575
Fax 847.318.7588

AUG 16 2010
RECEIVED

August 12, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

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 July 26, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Surface Transportation Board on this date as Recordation Number _____.

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: Meadwestvaco Corporation
5255 Virginia Ave., N.
Charleston, SC 29406-3615

A description of the railroad equipment covered by the enclosed document is for thirteen (13) 5165 cu. ft. capacity covered hopper cars marked FURX (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 or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,


Marcia Dunne
Senior Documentation Specialist

Enclosures

(MWVC008)

AUG 16 '10 -1 09 PM

ASSGN. NO.: MWVC008

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26th day of July, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and MeadWestvaco Corporation ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 26, 2010, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 1, 2010, 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: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

ATTEST:

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

Executed on this 26th day of July, 2010.

[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/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 26th day of July, 2010

Georgia Freiburger
Notary Public

My Commission Expires:
6-2012
(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Thirteen (13)

DESCRIPTION OF CARS: 5150 cu. Ft. capacity, pressure differential covered hopper Cars,
263,000 GRL (Car Type: C614)

CAR NUMBERS:

FURX	893400		
FURX	893402		
FURX	893409		
FURX	893424		
FURX	893816		
FURX	893871		
FURX	893872		
FURX	893991		
FURX	893997		
FURX	894004		
FURX	894030		
FURX	893800	NAHX	550443*
FURX	893990	NAHX	550995*

*NAHX Cars being remarked to FURX.