

RECORDATION NO. 27205-9 FILED

SEP 20 '10 -8 00 AM

**SURFACE TRANSPORTATION BOARD**

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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 27205.

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

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

94 railcars within the series BNBX 121520 - BNBX 121619 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,



Robert W Alvord

RWA/sem  
Enclosures

SEP 20 '10 -8 00 AM

## MEMORANDUM OF FULL SERVICE RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 24<sup>th</sup> 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"), 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 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");

WHEREAS, the Parties have entered into Schedule No 02 dated as of August 24, 2010, covering the equipment listed on Exhibit A hereto (the "Cars") and wish to show for the public record the existence of Schedule No. 02, 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 as set forth below

BABCOCK & BROWN RAIL FUNDING LLC, as Lessor

By:   
Name: George Lina  
Title: Vice President  
Date: August 24, 2010

CSX TRANSPORTATION, INC., as Lessee

By:   
Name: CHRISTINE MASTROMATEO  
Title: MBR LEASING + TREASURY  
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

INDRA BEDASIE  
Notary Public, State of New York  
No. 01BE6014602  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires October 19, 2012

STATE OF Florida )

) SS:

COUNTY OF Duval )

On Aug 20, 2010, before me, Florence J. Miller, Notary Public, personally appeared Maria Haston 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**

**MEMORANDUM OF FULL SERVICE RAILCAR LEASE**

**Quantity/Car Description**

Ninety-four (94) 4520 CF capacity aluminum BethGon II Coal Porters, 286,000 lbs GRL, AAR Car Type Code J311, built by FreightCar America in 2007.

**Reporting Marks/Numbers**

BNBX	121520	BNBX	121552	BNBX	121587
BNBX	121521	BNBX	121554	BNBX	121588
BNBX	121522	BNBX	121556	BNBX	121589
BNBX	121523	BNBX	121557	BNBX	121590
BNBX	121524	BNBX	121558	BNBX	121591
BNBX	121525	BNBX	121559	BNBX	121592
BNBX	121526	BNBX	121560	BNBX	121593
BNBX	121527	BNBX	121561	BNBX	121594
BNBX	121528	BNBX	121562	BNBX	121595
BNBX	121529	BNBX	121563	BNBX	121596
BNBX	121530	BNBX	121565	BNBX	121597
BNBX	121531	BNBX	121566	BNBX	121598
BNBX	121532	BNBX	121567	BNBX	121599
BNBX	121533	BNBX	121568	BNBX	121600
BNBX	121534	BNBX	121569	BNBX	121601
BNBX	121535	BNBX	121570	BNBX	121602
BNBX	121536	BNBX	121572	BNBX	121603
BNBX	121537	BNBX	121573	BNBX	121604
BNBX	121538	BNBX	121574	BNBX	121605
BNBX	121539	BNBX	121575	BNBX	121606
BNBX	121540	BNBX	121576	BNBX	121608
BNBX	121541	BNBX	121577	BNBX	121609
BNBX	121542	BNBX	121578	BNBX	121610
BNBX	121543	BNBX	121579	BNBX	121611
BNBX	121544	BNBX	121580	BNBX	121612
BNBX	121545	BNBX	121581	BNBX	121614
BNBX	121546	BNBX	121582	BNBX	121615
BNBX	121547	BNBX	121583	BNBX	121616
BNBX	121548	BNBX	121584	BNBX	121617
BNBX	121549	BNBX	121585	BNBX	121618
BNBX	121550	BNBX	121586	BNBX	121619
BNBX	121551				

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