

RECORDATION NO. 29685 FILED

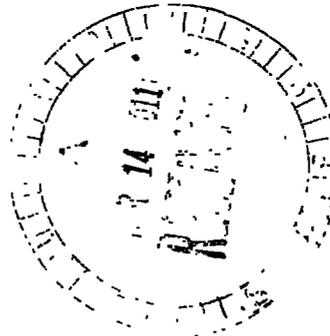
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SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

March 11, 2011



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 February 3, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. 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: Peabody Coaltrade, LLC
701 Market Street
St. Louis, MO 63101

A description of the railroad equipment covered by the enclosed document is for one hundred thirty five (135) gondola cars: having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease Agreement**

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

Enclosure

(PECO001)

ASSGN. NO.: PECO001

MAR 15 '11 - 10 35 AM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 5th day of February, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Peabody Coaltrade, LLC ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of February 3, 2011, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February 3, 2011, 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: _____

Title: _____

ATTEST:

By: K.A. Dombrowski

Name: K.A. DOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION Executed on this 28th day of February, 2011

[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 28th day of February, 2011.

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

PEABODY COALTRADE, LLC

ATTEST:

By: [Signature]
Name: John Hankamp
Title: VICE PRESIDENT

By: William Litch
Name: William Litch
Title: Mgr. Trans

Executed on this 3rd day of February, 2011.

[CORPORATE SEAL]

STATE OF MISSOURI
CITY
COUNTY OF ST LOUIS

I, Janice A. Stephenson, a Notary Public of the County and State aforesaid, certify that John W. Hankamp 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 3rd day of February, 2011.

Janice A. Stephenson
Notary Public

Commission Expires: 02/16/2013

(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred thirty-five (135)

DESCRIPTION OF CARS: Gondola Cars.

CAR NUMBERS:

FURX - 966206	FURX 966240	FURX 966274	FURX 966308
FURX 966207	FURX 966241	FURX 966275	FURX 966309
FURX 966208	FURX 966242	FURX 966276	FURX 966310
FURX 966209	FURX 966243	FURX 966277	FURX 966311
FURX 966210	FURX 966244	FURX 966278	FURX 966312
FURX 966211	FURX 966245	FURX 966279	FURX 966313
FURX 966212	FURX 966246	FURX 966280	FURX 966314
FURX 966213	FURX 966247	FURX 966281	FURX 966315
FURX 966214	FURX 966248	FURX 966282	FURX 966316
FURX 966215	FURX 966249	FURX 966283	FURX 966317
FURX 966216	FURX 966250	FURX 966284	FURX 966318
FURX 966217	FURX 966251	FURX 966285	FURX 966319
FURX 966218	FURX 966252	FURX 966286	FURX 966320
FURX 966219	FURX 966253	FURX 966287	FURX 966321
FURX 966220	FURX 966254	FURX 966288	FURX 966322
FURX 966221	FURX 966255	FURX 966289	FURX 966323
FURX 966222	FURX 966256	FURX 966290	FURX 966324
FURX 966223	FURX 966257	FURX 966291	FURX 966325
FURX 966224	FURX 966258	FURX 966292	FURX 966326
FURX 966225	FURX 966259	FURX 966293	FURX 966327
FURX 966226	FURX 966260	FURX 966294	FURX 966328
FURX 966227	FURX 966261	FURX 966295	FURX 966329
FURX 966228	FURX 966262	FURX 966296	FURX 966330
FURX 966229	FURX 966263	FURX 966297	FURX 966331
FURX 966230	FURX 966264	FURX 966298	FURX 966332
FURX 966231	FURX 966265	FURX 966299	FURX 966333
FURX 966232	FURX 966266	FURX 966300	FURX 966334
FURX 966233	FURX 966267	FURX 966301	FURX 966335
FURX 966234	FURX 966268	FURX 966302	FURX 966336
FURX 966235	FURX 966269	FURX 966303	FURX 966337
FURX 966236	FURX 966270	FURX 966304	FURX 966338
FURX 966237	FURX 966271	FURX 966305	FURX 966339
FURX 966238	FURX 966272	FURX 966306	FURX 966340
FURX 966239	FURX 966273	FURX 966307	