

RECORDATION NO. 27294-E
FILED

MAY 03 '11 -12 30 PM

SURFACE TRANSPORTATION BOARD

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

May 3, 2011

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 March 14, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Mortgage and related documents previously filed with the Board under Recordation Number 27294.

The name and address of the party to the enclosed document are.

Lessor:	BBRX Five LLC 545 Steamboat Road Greenwich, CT 06830
Lessee:	CSX Transportation, Inc. 100 North Charles Street Baltimore, MD 21201

Section Chief
May 3, 2011
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A description of the railroad equipment covered by the enclosed document is:

123 gondola railcars: BNBX 99001, BNBX 99002 and BNBX 99300 - BNBX 99363, BNBX 99365 - BNBX 99399 and BNBX 99401 - BNBX 99422 (previously bearing EDEX reporting marks)

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 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

MAY 03 '11 -12 30 PM

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 14th day of March, 2011, to that certain Master Full Service Railcar Lease dated as of August 11, 2010 between BBRX FIVE LLC, a Delaware limited liability company (the "Lessor"), pursuant to which Schedule No. 04 has been executed, is made by the Lessor and CSX TRANSPORTATION, INC., a Virginia corporation (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. 04 dated as of March 14, 2011 (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 entered into by their respective duly authorized officers, as of the date first above written.

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]

I certify that I hold the title set forth below, that this instrument was executed on behalf of the Lessor by authority of its Board of Directors as of the date set forth below and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

BBRX FIVE LLC, as Lessor

By: 
Name: Lancy Littlefield
Title: Vice President
Date: March 14, 2011

I certify that I hold the title set forth below, that this instrument was executed on behalf of the Lessee by authority of its Board of Directors as of the date set forth below and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CSX TRANSPORTATION, INC., as Lessee

By: 
Name: CHRISTINE MASTROMATTEO
Title: Mgr. Logistics & Treasury
Date: 11 MAR 11

EXHIBIT A

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

Quantity/Car Description

One hundred twenty-three (123) 4480 CF capacity aluminum BethGon Coal Porters, 286,000 lbs GRL, AAR Car Type Code J311, built by Johnstown America Corporation.

Reporting Marks and Numbers (previously bearing EDEX reporting marks)

BNBX	99001	BNBX	99339	BNBX	99381
BNBX	99002	BNBX	99340	BNBX	99382
BNBX	99300	BNBX	99341	BNBX	99383
BNBX	99301	BNBX	99342	BNBX	99384
BNBX	99302	BNBX	99343	BNBX	99385
BNBX	99303	BNBX	99344	BNBX	99386
BNBX	99304	BNBX	99345	BNBX	99387
BNBX	99305	BNBX	99346	BNBX	99388
BNBX	99306	BNBX	99347	BNBX	99389
BNBX	99307	BNBX	99348	BNBX	99390
BNBX	99308	BNBX	99349	BNBX	99391
BNBX	99309	BNBX	99350	BNBX	99392
BNBX	99310	BNBX	99351	BNBX	99393
BNBX	99311	BNBX	99352	BNBX	99394
BNBX	99312	BNBX	99353	BNBX	99395
BNBX	99313	BNBX	99354	BNBX	99396
BNBX	99314	BNBX	99355	BNBX	99397
BNBX	99315	BNBX	99356	BNBX	99398
BNBX	99316	BNBX	99357	BNBX	99399
BNBX	99317	BNBX	99358	BNBX	99401
BNBX	99318	BNBX	99359	BNBX	99402
BNBX	99319	BNBX	99360	BNBX	99403
BNBX	99320	BNBX	99361	BNBX	99404
BNBX	99321	BNBX	99362	BNBX	99405
BNBX	99322	BNBX	99363	BNBX	99406
BNBX	99323	BNBX	99365	BNBX	99407
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BNBX	99329	BNBX	99371	BNBX	99413
BNBX	99330	BNBX	99372	BNBX	99414
BNBX	99331	BNBX	99373	BNBX	99415
BNBX	99332	BNBX	99374	BNBX	99416
BNBX	99333	BNBX	99375	BNBX	99417
BNBX	99334	BNBX	99376	BNBX	99418
BNBX	99335	BNBX	99377	BNBX	99419
BNBX	99336	BNBX	99378	BNBX	99420
BNBX	99337	BNBX	99379	BNBX	99421
BNBX	99338	BNBX	99380	BNBX	99422

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: 5/3/11



Robert W. Alvord