

RECORDATION NO. 24184-H FILED

JUL 26 '11 -10 45 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, DC
20036

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

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

July 26, 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 Net Railcar Lease, dated as of June 27, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the document previously filed with the Board under Recordation Number 24184-C

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

Lessor.	BBRX Two LLC 545 Steamboat Road Greenwich, CT 06830
Lessee:	Norfolk Southern Railway Company 3 Commercial Place Norfolk, VA 23510

Section Chief
July 26, 2011
Page 2

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

108 boxcars. NS 472700 - NS 472807 (previously marked within the series AOK 354450 - AOK 354612) 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 Net 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

RECORDATION NO. 24184-4 FILED

JUL 26 '11 - 10 45 AM

MEMORANDUM OF NET RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF NET RAILCAR LEASE dated as of this 27th day of June, 2011, to that certain Master Net Railcar Lease dated as of April 21, 2011, between BBRX TWO LLC, a Delaware limited liability company (the "Lessor") and NORFOLK SOUTHERN RAILWAY COMPANY, 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 Net Railcar Lease dated as of April 21, 2011 and that certain Schedule No. 01 thereto dated as of June 27, 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 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 Net 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 TWO LLC, as Lessor

By: 

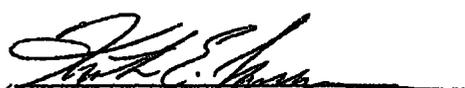
Name: L.E. LITTLEFIELD

Title: Vice President

Date: June 28, 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.

NORFOLK SOUTHERN RAILWAY COMPANY, as Lessee

By: 

Name: K E. Jensen

Title: Director Purchasing

Date: June 27, 2011

EXHIBIT A

MEMORANDUM OF NET RAILCAR LEASE

Quantity/Car Description

One Hundred Eight (108) 60' Plate F boxcars with double 8' plug doors and EOCC units, 286,000 lbs. GRL, AAR Car Type Code A636, built by Gunderson in 2002.

New Reporting Marks and Number

NS 472700-472807, inclusive

Current Reporting Marks and Numbers

AOK	354450	AOK	354505	AOK	354560
AOK	354451	AOK	354506	AOK	354561
AOK	354453	AOK	354507	AOK	354563
AOK	354454	AOK	354509	AOK	354564
AOK	354455	AOK	354511	AOK	354566
AOK	354457	AOK	354513	AOK	354567
AOK	354459	AOK	354515	AOK	354568
AOK	354460	AOK	354516	AOK	354569
AOK	354462	AOK	354517	AOK	354570
AOK	354463	AOK	354518	AOK	354571
AOK	354466	AOK	354519	AOK	354572
AOK	354468	AOK	354520	AOK	354573
AOK	354469	AOK	354521	AOK	354579
AOK	354470	AOK	354522	AOK	354580
AOK	354471	AOK	354524	AOK	354582
AOK	354472	AOK	354525	AOK	354583
AOK	354473	AOK	354527	AOK	354585
AOK	354475	AOK	354528	AOK	354587
AOK	354477	AOK	354529	AOK	354588
AOK	354478	AOK	354531	AOK	354589
AOK	354479	AOK	354533	AOK	354591
AOK	354481	AOK	354534	AOK	354592
AOK	354484	AOK	354535	AOK	354594
AOK	354486	AOK	354540	AOK	354596
AOK	354487	AOK	354541	AOK	354597
AOK	354488	AOK	354543	AOK	354599
AOK	354489	AOK	354546	AOK	354600
AOK	354490	AOK	354547	AOK	354602
AOK	354492	AOK	354548	AOK	354604
AOK	354493	AOK	354549	AOK	354605
AOK	354494	AOK	354550	AOK	354607
AOK	354495	AOK	354552	AOK	354608
AOK	354498	AOK	354554	AOK	354609
AOK	354500	AOK	354556	AOK	354610
AOK	354502	AOK	354558	AOK	354611
AOK	354503	AOK	354559	AOK	354612

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: 7/26/11



Robert W. Alvord