

RECORDATION NO. 29647-A FILED

SEP 29 11 -4 38 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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

Tel 847.318.7575
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VIA UPS 2nd DAY AIR

September 27, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

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 September 1, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 29647.

The names and addresses of the parties to the enclosed document are:

Lessor:	First Union Rail Corporation One O'Hare Centre 6250 N River Road, Suite 5000 Rosemont, IL 60018	Lessee:	South Carolina Electric & Gas Company 100 Scana Parkway Cayce, SC 29033
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A description of the railroad equipment covered by the enclosed document is for one hundred twenty (120) 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**

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 Documentation Specialist

Enclosures

(SCEG002)

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ASSGN. NO.: SCEG002

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of SEPTEMBER, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and South Carolina Electric & Gas Company, a South Carolina corporation.

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 28, 2011, 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 SEPTEMBER 1, 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: [Signature]

Name: JOHN J. THOMAS

Title: PRESIDENT

ATTEST:

By: [Signature]

Name: K.A. Dombrowski

Title: DIRECTOR OF DOCUMENTATION

Executed on this 15th day of September, 2011.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS 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 15th day of September, 2011.

[Signature]
Notary Public

My Commission Expires:
6-2012
(Notary Public)



LESSEE:

SOUTH CAROLINA ELECTRIC & GAS COMPANY

ATTEST:

By: Michael Shinn

Name: Michael Shinn

By: Donnie E. Peake Jr.

Title: Gen Mgr Coal + Oil Proc.

Name: DONNIE PEAKE JR.

Title: SPEC. TRANSPORTATION LOGISTICS Executed on this 12th day of SEPTEMBER, 2011.

[CORPORATE SEAL]

STATE OF South Carolina

COUNTY OF Richland

I, Gail C. Vesselles, a Notary Public of the County and State aforesaid, certify that Michael D. Shinn 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 12th day of September, 2011.

Gail C. Vesselles
Notary Public

Commission Expires:

2-8-2020
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred twenty (120)

DESCRIPTION OF CARS: Gondolas

CAR NUMBERS:

FURX	960000	FURX	963658	FURX	963755	FURX	963862
FURX	960005	FURX	963659	FURX	963756	FURX	963864
FURX	960008	FURX	963661	FURX	963760	FURX	963865
FURX	960031	FURX	963664	FURX	963766	FURX	963872
FURX	960033	FURX	963672	FURX	963767	FURX	963876
FURX	960049	FURX	963673	FURX	963768	FURX	963880
FURX	960069	FURX	963674	FURX	963780	FURX	963881
FURX	960200	FURX	963675	FURX	963787	FURX	963887
FURX	960262	FURX	963683	FURX	963789	FURX	963892
FURX	960306	FURX	963686	FURX	963791	FURX	963894
FURX	960340	FURX	963691	FURX	963792	FURX	963895
FURX	960395	FURX	963696	FURX	963796	FURX	965356
FURX	960421	FURX	963702	FURX	963802	FURX	965375
FURX	960450	FURX	963703	FURX	963810	FURX	965385
FURX	960506	FURX	963709	FURX	963813	FURX	965445
FURX	960507	FURX	963711	FURX	963814	FURX	965497
FURX	960508	FURX	963712	FURX	963817	FURX	965529
FURX	960518	FURX	963713	FURX	963824	FURX	965538
FURX	960572	FURX	963715	FURX	963825	FURX	965580
FURX	960597	FURX	963716	FURX	963829	FURX	965614
FURX	960611	FURX	963720	FURX	963833	FURX	965642
FURX	961020	FURX	963721	FURX	963834	FURX	965644
FURX	961074	FURX	963724	FURX	963839	FURX	965662
FURX	961093	FURX	963727	FURX	963845	FURX	966628
FURX	961204	FURX	963730	FURX	963846	FURX	966761
FURX	961560	FURX	963731	FURX	963847	FURX	966776
FURX	961701	FURX	963732	FURX	963850	FURX	966786
FURX	961881	FURX	963744	FURX	963855	FURX	966797
FURX	963653	FURX	963746	FURX	963857	FURX	966807
FURX	963656	FURX	963754	FURX	963858	FURX	966817