

MAY 21 '12 -11 20 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Rd, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

May 16, 2012

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 April 30, 2012, 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 22260.

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: CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

A description of the railroad equipment covered by the enclosed document is for ninety (90) hopper 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

(CSXT085)

MAY 21 '12 -11 20 AM

ASSGN. NO.: CSXT085

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 30 day of April, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CSX Transportation, Inc., ("Lessee"), a Virginia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 16, 1995, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 54 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 6, 2012 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

ATTEST:

By: [Signature]

Name: JOHN J. THOMAS
Title: PRESIDENT

By: Susan Grokulsky

Name: SUSAN GROKULSKY
Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 30th day of April, 2012

[CORPORATE SEAL]

STATE OF ILLINOIS

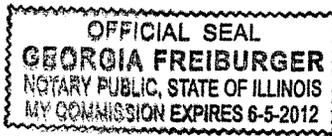
COUNTY OF COOK

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 due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 30th day of April, 2012.

[Signature]
Notary Public

My Commission Expires:
6-2012
(Notary Public)



LESSEE:

CSX TRANSPORTATION, INC.

By: C. J. Mastrotto

Name: Christine Mastrotto

Title: MGR Logistics & Treasury

ATTEST:

By: [Signature]

STEVEN ARMBRUST

Name: ASST. CORPORATE SECRETARY

Title: _____

Executed on this 20th day of April, 2012.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

I, Florence J. Miller, a Notary Public of the County and State aforesaid, certify that Christine Mastrotto personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20th day of April, 2012.

[Signature]
Notary Public

Commission Expires:

Aug 3, 2014
(Notary Public)

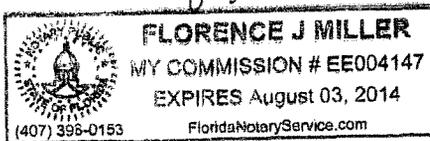


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Ninety (90).

DESCRIPTION OF CARS: Open Top Hopper Cars.

CAR NUMBERS:

FURX 911002	FURX 911088	FURX 911136
FURX 911006	FURX 911089	FURX 911137
FURX 911009	FURX 911090	FURX 911138
FURX 911013	FURX 911095	FURX 911139
FURX 911017	FURX 911098	FURX 911140
FURX 911020	FURX 911099	FURX 911143
FURX 911023	FURX 911105	FURX 911144
FURX 911027	FURX 911106	FURX 911146
FURX 911030	FURX 911107	FURX 911147
FURX 911031	FURX 911108	FURX 911148
FURX 911033	FURX 911109	FURX 911150
FURX 911034	FURX 911110	FURX 911151
FURX 911037	FURX 911112	FURX 911152
FURX 911038	FURX 911113	FURX 911154
FURX 911039	FURX 911114	FURX 911159
FURX 911046	FURX 911116	FURX 911160
FURX 911047	FURX 911117	FURX 911162
FURX 911049	FURX 911119	FURX 911164
FURX 911051	FURX 911120	FURX 911165
FURX 911052	FURX 911121	FURX 911166
FURX 911053	FURX 911123	FURX 911167
FURX 911055	FURX 911124	FURX 911170
FURX 911056	FURX 911125	FURX 911174
FURX 911060	FURX 911126	FURX 911175
FURX 911061	FURX 911127	FURX 911176
FURX 911064	FURX 911128	FURX 911179
FURX 911070	FURX 911129	FURX 911180
FURX 911073	FURX 911133	FURX 911181
FURX 911078	FURX 911134	FURX 911182
FURX 911085	FURX 911135	FURX 911183