

RECORDATION NO 30353-A FILED
September 4, 2012 02:35 PM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

September 4, 2012

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 Lease Agreement, dated as August 31, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Security Agreement previously filed with the Board under Recordation Number 30353.

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

Lessor: PNC Equipment Finance, LLC
Three PNC Plaza
255 Fifth Avenue, Fourth Floor
Pittsburgh, PA 15222

Lessee: CSX Transportation, Inc.
100 North Charles Street
Baltimore, MD 21201

Chief, Section of Administration
September 4, 2012
Page 2

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

500 triple hopper railcars: CSXT 834700 – CSXT 835199.

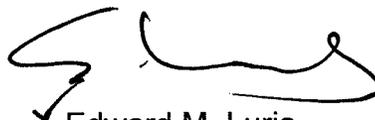
A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$42.00 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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE AGREEMENT

dated as of Aug 31, 2012

between

CSX TRANSPORTATION, INC.,
as Lessee,

and

PNC EQUIPMENT FINANCE, LLC,
as Lessor

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of Aug 31, 2012, by and between PNC EQUIPMENT FINANCE, LLC ("Lessor") and CSX TRANSPORTATION, INC. ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in Schedule No. 1 to the Rail Equipment Lease Agreement, dated as of Aug 31, 2012 ("Schedule 1"), between Lessor and Lessee which incorporates by reference the terms of that certain Rail Equipment Lease Agreement, dated as of Aug 31, 2012 and incorporating the terms thereof, dated as of Aug 31, 2012 (together with all of the riders, schedules and other attachments solely related to Schedule 1, collectively, the "Lease").

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

**EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT**

DESCRIPTION OF RAILCARS AND REPORTING MARKS

Five hundred (500) new stainless steel triple hopper railcars CSXT 834700 through 835199, inclusive

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 9/4/12

Edward M Luria
Edward M. Luria