

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018  
847 318-7575

RECORDATION NO 20781

JUL 22 '97

10-47 AM



**VIA FEDERAL EXPRESS**

July 9, 1997

Surface Transportation Board  
Attn: Jan Fort  
1925 K Street, N.W.  
Room 704  
Washington, D.C. 20423-0001

JUL 22 10 47 AM '97  
RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated January 31, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Burlington Northern Santa Fe RR  
2600 Lou Menk Drive  
Fort Worth, TX 76161-0032

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$24.00 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.

Very truly yours,

Bob Hamilton  
Director-Documentation

JUL 22 '97 10-47 AM

Memorandum of Lease

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 31st day of January, 1997, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Burlington Northern Santa Fe RR Company ("Lessee"), a Delaware corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of January 31, 1997, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Schedule A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

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: John J. Thomas

Name: JOHN J. THOMAS

Title: President

By: Michelle Benz

LESSEE:

BURLINGTON NORTHERN SANTA FE  
RR COMPANY

ATTEST:

By: David L Fleenor

Name: DAVID L FLEENOR

By: \_\_\_\_\_

Title: GENERAL DIRECTOR

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this \_\_\_ day of \_\_\_\_\_, 1997.

[CORPORATE SEAL]

STATE OF TEXAS

COUNTY OF TARRANT

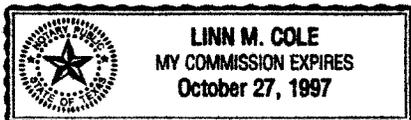
I, LINN M. COLE, a Notary Public in and for said state and county,  
certify that DAVID L. FLEENOR personally appeared before me this day and  
acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

WITNESS my hand and official stamp or seal, this 31<sup>st</sup> day of MARCH,  
1997.

Linn M. Cole  
Notary Public

My Commission Expires:

\_\_\_\_\_  
(Notary Public)



STATE OF Illinois

COUNTY OF Cook

I, Michelle Berg, a Notary Public in and for said state and county, certify that John T. 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 14<sup>th</sup> day of April, 1997.

Michelle Berg  
Notary Public

My Commission Expires:



SCHEDULE A  
UNIT NUMBERS

GROUP A

TTGX

820826, 820829, 820833, 820837, 820948, 820952, 820954, 820955, 820956, 853529, 853531, 853533, 853535, 853536, 853538, 853540, 853541, 853542, 853544, 853545, 853546, 853547, 853548, 853549, 853550, 853551, 853552, 853553, 853554, 853557, 853559, 853560, 853565, 853567, 853575, 853585, 853594, 853595, 853596, 853606, 853623, 853627, 853629, 853630, 853631, 853632, 853634, 853641, 853642, 853645, 853647, 853648, 853649, 853650, 853653, 853654, 853655, 853656, 853658, 853663, 853664, 853665, 853667, 853669, 853670, 853671, 853675, 853677, 853678, 853679, 853680, 853681, 853682, 853684, 853685, 853686, 853687, 853688, 853693, 853694, 853695, 853696, 853697, 853699, 853701, 853703, 853704, 853707, 853710, 853722, 853723, 853728, 853730, 853736, 853742, 853752, 853756, 853758, 853759, 853767, 853770, 853789, 853793, 853794, 853826, 853837, 853843, 853844, 853934, 853936, 853937, 853938, 853939, 853945, 853946, 853947, 853949, 853950, 853951, 853952, 853953, 853954, 853955, 853956, 853957, 853958, 853959, 853962, 853963, 853964, 853965, 853966, 853968, 853969, 853970, 853972, 853974, 853975, 853978, 853980, 853981, 853982, 853983, 853984, 853985, 853987, 853987, 853992, 853993, 853994, 853996, 853997, 853998, 853999, 854000, 854001, 854003, 854004, 854006, 854007, 854008, 854009, 854013, 854016, 854018, 854021, 854022, 854023, 854027, 854028, 854029, 854030, 854032, 854033, 854035, 854037, 854038, 854041, 854060, 854061, 854062, 854064.

GROUP B

ETTX

900485, 900536, 900549, 900680, 900706, 900774, 901166, 901547, 901562, 901604, 902077, 902716, 902966, 903454, 903583, 903628, 903792, 903798, 903800, 903804, 903807, 904044, 904077, 904366, 904390, 904400, 904481, 904493, 904498, 904507, 904515, 904532, 904533, 904579, 904589, 904628, 904631, 904711, 904715, 904739, 904755, 904773, 904780, 907001, 907115, 907167, 907189, 907205, 907366, 908840.

TTGX *JOK* *RFs*

940022, 940042, 940131, 940133, 940135, 940136, 940143, 961383, 961387, 961399, 961405, 961420, 961444, 961547, 961554, 961624, 961634, 961636, 961637, 961768, 961914, 962068, 962343, 962387, 962393, 962406, 962710, 962728, 962730, 963065, 963097, 963846, 963884, 964010, 964011, 964013, 964014, 964017, 964022, 964027, 964034, 964040, 964049, 964051, 964057.