

First Union Rail Corporation

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

RECORDATION NO. 20878 FILED

SEP 17 '97

10-13 AM



September 16, 1997

VIA FEDERAL EXPRESS

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

RECEIVED
SURFACE TRANSPORTATION
BOARD
SEP 17 10 23 AM '97

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 August 1, 1997, 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 Railroad Company
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,

Kathy Dombrowski
Manager-Documentation

Enclosures

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of August, 1997, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Burlington Northern Santa Fe Railroad Company ("Lessee") a Delaware corporation.

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of August 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit 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: 

Name: JACK THOMAS
President

Title: _____

By: Michelle Berg

Name: Michelle Berg

Title: Office Manager

Executed on this 2 day of Sept, 1997.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, K.A. Dombrowski, a Notary Public in and for said state and county, certify that JACK 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 2nd day of September, 1997.



K.A. Dombrowski

Notary Public

My Commission Expires:

10-7-97

(Notary Public)

LESSEE:

BURLINGTON NORTHERN SANTA FE RAILROAD COMPANY

ATTEST:

By: David L. Garin

Name: David L. Garin

By: _____

Title: V.P. Minerals Bu

Name: _____

Title: _____ Executed on this 22 day of August, 1997.

[CORPORATE SEAL]



STATE OF Texas
COUNTY OF Tarrant

I, Sharon D. Bossier, a Notary Public in and for said state and county, certify that David L. Garin 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 22 day of August, 1997.



Sharon D. Bossier
Notary Public

My Commission Expires:

(Notary Public)

SCHEDULE "A"

8/5/97

CARINT	CARNUM
UMP	800085
UMP	001107
UMP	001108
UMP	001109
UMP	001110
UMP	001111
UMP	001112
UMP	001113
UMP	001114
UMP	001115
UMP	006569
UMP	009012
UMP	009124
UMP	009132
UMP	009140
UMP	019010
UMP	019020
UMP	019026
UMP	046103
UMP	046110
UMP	046112
UMP	046129
UMP	046141
UMP	046162
UMP	046163
UMP	046172
UMP	046181
UMP	046183
UMP	046185
UMP	046215
UMP	046225
UMP	046226
UMP	046230
UMP	046241
UMP	046243
UMP	046248
UMP	046250
UMP	046265
UMP	046290
UMP	046798
UMP	046900
UMP	049131
UMP	049177
UMP	049218
UMP	050706
UMP	050739
UMP	050786

CARINT	CARNUM
UMP	050793
UMP	050807
UMP	050813
UMP	050822
UMP	050833
UMP	050840
UMP	050844
UMP	050846
UMP	050851
UMP	050852
UMP	050864
UMP	050870
UMP	050924
UMP	052802
UMP	052827
UMP	052904
UMP	052911
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UMP	052970
UMP	052998
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UMP	053643
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UMP	053963
UMP	053980
UMP	053985
UMP	053991
UMP	053997
UMP	054309
UMP	054318
UMP	054326
UMP	054371
UMP	054387
UMP	054399

CARINT	CARNUM
UMP	054600
UMP	054602
UMP	054608
UMP	054612
UMP	054620
UMP	054639
UMP	054659
UMP	054693
UMP	055118
UMP	055123
UMP	055221
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UMP	056201
UMP	056202
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UMP	056204
UMP	056205
UMP	056206
UMP	056207
UMP	056209
UMP	056210
UMP	056212

CARINI	CARNUM
UMP	056213
UMP	056216
UMP	056217
UMP	056219
UMP	056223
UMP	056224
UMP	056225
UMP	056226
UMP	056229
UMP	056231
UMP	056487
UMP	056631
UMP	056708
UMP	057324
UMP	057326
UMP	057348
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UMP	057353
UMP	057361
UMP	057368
UMP	057370
UMP	057395
UMP	475012
UMP	475014
UMP	475026
UMP	475076
UMP	475105
UMP	475150
UMP	475188
UMP	475228
UMP	475467
UMP	478894
UMP	478909
UMP	478933
UMP	478936
UMP	478938
UMP	478946
UMP	478953
UMP	478954
UMP	478958
UMP	478975
UMP	478976
UMP	479011
UMP	479014
UMP	479019
UMP	479052
UMP	479059

CARINI	CARNUM
UMP	479070
UMP	479082
UMP	479084
UMP	479130
UMP	479156
UMP	479157
UMP	479164
UMP	479170
UMP	479183
UMP	479184
UMP	479188
UMP	479193
UMP	479205
UMP	479214
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UMP	479238
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UMP	479353
UMP	479360
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UMP	479366
UMP	479376
UMP	479398
UMP	479623
UMP	480169
UMP	480192
UMP	480193
UMP	480650
UMP	480652
UMP	480657
UMP	480701
UMP	480713
UMP	480798
UMP	480824
UMP	480914

CARINI	CARNUM
UMP	480930
UMP	480934
UMP	480938
UMP	480939
UMP	480941
UMP	480948
UMP	480951
UMP	480966
UMP	480986
UMP	480987
UMP	800004
UMP	800057
UMP	800076
UMP	800343
UMP	800361
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UMP	800459
UMP	800542
UMP	800590
UMP	800593
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