First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575
Fax 847 318-7588

RECORDATION NO. 21227 FILED

FEB 23 '98 4-09PM

February 20, 1998

VIA FEDERAL EXPRESS

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

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 July 1, 1995, 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
(BNSF011)

ASSIGN: BNSF011

RECORDATION NO. 21227 FILED

FEB 23 '98 4-09PM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of July, 1995, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of July 1, 1995, 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

By: _____

Name: JACK THOMAS

Title: President

ATTEST:

By: Michelle Berg

Name: Michelle Berg

Title: Office Manager

Executed on this 9th day of February, 1998.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Cook

I, Michelle Berg, a Notary Public in and for said state and county, 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 9th day of February, 1998.

Michelle Berg
Notary Public

My Commission Expires:

OFFICIAL SEAL
MICHELLE BERG
NOTARY PUBLIC, STATE OF ILLINOIS
COMMISSION EXPIRES:07/18/98

(Notary Seal)

LESSEE:

BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

By: Thomas A Kraemer

Name: Tom Kraemer

Title: Vice President, Coal + Grain Ops

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this ____ day of _____, 1998.

[CORPORATE SEAL]

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public in and for said state and county, certify that _____ 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 _____ day of _____, 1998.

_____
Notary Public

My Commission Expires:

_____
(Notary Public)

EXHIBIT A
to
Memorandum of Lease

Three Hundred and Forty-Four (344) Covered Hoppers Railcars

Car Numbers

CFWR	075735
CFWR	075737
CFWR	075742
CFWR	075745
CFWR	075748
CFWR	075758
CFWR	075760
CFWR	075761
CFWR	075762
CFWR	075764
CFWR	075773
CFWR	075777
CFWR	075779
CFWR	075780
CFWR	075782
CFWR	075783
CFWR	075785
CFWR	075789
CFWR	075792
CFWR	075796
CFWR	075797
CFWR	075798
CFWR	075799
CFWR	075800
CFWR	075801
CFWR	075802
CFWR	075834
CFWR	075837
CFWR	075838
CFWR	075839
CFWR	075840
CFWR	075842
CFWR	075843
CFWR	075844
CFWR	075846
CFWR	075847
CFWR	075848
CFWR	075849
CFWR	075850
CFWR	075851

CFWR	075853
CFWR	075855
CFWR	075856
CFWR	075859
CFWR	075861
CFWR	075862
CFWR	075866
CFWR	075867
CFWR	075870
CFWR	075872
CFWR	075873
CFWR	075877
CFWR	075880
CFWR	075881
CFWR	075882
CFWR	075884
CFWR	075885
CFWR	075886
CFWR	075887
CFWR	075889
CFWR	075890
CFWR	075892
CFWR	075896
CFWR	075898
CFWR	075899
CFWR	075901
CFWR	075903
CFWR	075904
CFWR	075905
CFWR	075907
CFWR	075908
CFWR	075909
CFWR	075910
CFWR	075911
CFWR	075912
CFWR	075915
CFWR	075916
CFWR	075918
CFWR	075920
CFWR	075923

CFWR	075927
CFWR	075928
CFWR	075929
CFWR	075954
CFWR	075956
CFWR	076083
CFWR	076084
CFWR	076086
CFWR	077001
CFWR	077002
CFWR	077004
CFWR	077006
CFWR	077007
CFWR	077008
CFWR	077009
CFWR	077183
CFWR	077184
CFWR	077185
CFWR	077186
CFWR	077187
CFWR	077188
CFWR	077189
CFWR	077190
CFWR	077191
CFWR	077192
CFWR	077194
CFWR	077195
CFWR	077196
CFWR	077197
CFWR	077198
CFWR	077199
CFWR	077200
CFWR	077201
CFWR	077202
CFWR	077203
CFWR	077204
CFWR	077205
CFWR	077206
CFWR	077207
CFWR	077208
CFWR	077209

EXHIBIT A
to
Memorandum of Lease

Car Numbers

CFWR	077210
CFWR	077211
CFWR	077212
CFWR	077214
CFWR	077215
CFWR	077218
CFWR	077219
CFWR	077223
CFWR	077227
CFWR	077228
CFWR	077230
CFWR	077232
CFWR	077237
CFWR	077238
CFWR	077240
CFWR	077241
CFWR	077245
CFWR	077250
CFWR	077251
CFWR	077252
CFWR	077254
CFWR	077255
CFWR	077257
CFWR	077258
CFWR	077261
CFWR	077262
CFWR	077264
CFWR	077265
CFWR	077270
CFWR	077271
CFWR	077274
CFWR	077276
CFWR	077277
CFWR	077278
CFWR	077279
CFWR	077280
CFWR	077282
CFWR	077283
CFWR	077284
CFWR	077285
CFWR	077286

CFWR	077287
CFWR	077288
CFWR	077289
CFWR	077290
CFWR	077291
CFWR	077292
CFWR	077293
CFWR	077294
CFWR	077295
CFWR	077296
CFWR	077297
CFWR	077298
CFWR	077299
CFWR	077300
CFWR	077301
CFWR	077302
CFWR	077303
CFWR	077305
CFWR	077306
CFWR	077307
CFWR	077308
CFWR	077309
CFWR	077310
CFWR	077311
CFWR	077312
CFWR	077314
CFWR	077315
CFWR	077316
CFWR	077317
CFWR	077318
CFWR	077319
CFWR	077320
CFWR	077321
CFWR	077322
CFWR	077323
CFWR	077324
CFWR	077325
CFWR	077326
CFWR	077327
CFWR	077328
CFWR	077329
CFWR	077332

CFWR	077333
CFWR	077334
CFWR	077335
CFWR	077336
CFWR	077337
CFWR	077338
CFWR	077339
CFWR	077340
CFWR	077341
CFWR	077342
CFWR	077367
CFWR	077368
CFWR	077369
CFWR	077370
CFWR	077371
CFWR	077372
CFWR	077373
CFWR	077374
CFWR	077375
CFWR	077376
CFWR	077377
CFWR	077378
CFWR	077379
CFWR	077380
CFWR	077381
CFWR	077382
CFWR	077383
CFWR	077384
CFWR	077385
CFWR	077386
CFWR	077387
CFWR	077388
CFWR	077389
CFWR	077390
CFWR	077391
CFWR	077392
CFWR	077393
CFWR	077394
CFWR	077395
CFWR	077396
CFWR	077397
CFWR	077398
CFWR	077399

EXHIBIT A
to
Memorandum of Lease

Car Numbers

CFWR	077400
CFWR	077401
CFWR	077403
CFWR	077404
CFWR	077405
CFWR	077406
CFWR	077407
CFWR	077408
CFWR	077409
CFWR	077410
CFWR	077411
CFWR	077412
CFWR	077414
CFWR	077415
CFWR	077416
CFWR	077417
CFWR	077418
CFWR	077419
CFWR	077420
CFWR	077421
CFWR	077422
CFWR	077424
CFWR	077425
CFWR	077426
CFWR	077427
CFWR	077428
CFWR	077429
CFWR	077430
CFWR	077431
CFWR	077432
CFWR	077433
CFWR	077434
CFWR	077435
CFWR	077436
CFWR	077437
CFWR	077438
CFWR	077439
CFWR	077440
CFWR	077441
CFWR	077442
CFWR	077443

CFWR	077444
CFWR	077445
CFWR	077447
CFWR	077448
CFWR	077449
CFWR	077450
CFWR	077451
CFWR	077452
CFWR	077453
CFWR	077454
CFWR	077455
CFWR	077456
CFWR	077457
CFWR	077458
CFWR	077459
CFWR	077460
CFWR	077461
CFWR	077462
CFWR	077463
CFWR	077464
CFWR	077465
CFWR	077466
CFWR	077467
CFWR	077468
CFWR	077469
CFWR	077470
CFWR	077471
CFWR	077472
CFWR	077504
CFWR	077505
CFWR	077506
CFWR	077507
CFWR	077508
CFWR	077509
CFWR	077510
CFWR	077511
CFWR	077512
CFWR	077513
CFWR	077514
CFWR	077515
CFWR	077516
CFWR	077517

CFWR	077518
CFWR	077519
CFWR	077520
CFWR	077521
CFWR	077522
CFWR	077523
CFWR	077524
CFWR	077525
CFWR	077526
CFWR	077527
CFWR	077528
CFWR	077529
CFWR	077530
CFWR	077531