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. 21378 FILED

May 5, 1998

MAY 7 '98 3-27 PM

FIRST UNION®

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 and Santa Fe Railway Company
James J. Hill Center
2600 Lou Menk Drive
Fort Worth, TX 76131

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 $26.00 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

Kathy Dombrowski
Manager-Documentation

Enclosures
(BNSF015/016)

RECORDATION NO. 21378 FILED

MAY 7 '98 3-27PM

ASSIGN: BNSF015/016

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: J. J. Thomas

Name: JACK THOMAS

Title: President

ATTEST:

By: Michelle Berg

Name: Michelle Berg

Title: Office Manager

Executed on this 30th day of March, 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 30th day of March, 1998.

Michelle Berg
Notary Public

My Commission Expires:

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

(Notary Public)

LESSEE:

BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

By: _____

Name: F. G. DRAPER

Title: VICE PRESIDENT

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

Car Numbers

TTGX	820956
TTGX	854022
TTGX	820829
TTGX	820837
TTGX	853533
TTGX	853538
TTGX	853557
TTGX	853565
TTGX	853632
TTGX	853667
TTGX	853677
TTGX	853687
TTGX	853699
TTGX	853703
TTGX	853728
TTGX	853742
TTGX	853949
TTGX	853968
TTGX	853969
TTGX	853994
TTGX	853999
TTGX	854023
TTGX	854028
TTGX	820948
TTGX	820952
TTGX	853535
TTGX	853541
TTGX	853544
TTGX	853545
TTGX	853552
TTGX	853553
TTGX	853559
TTGX	853596
TTGX	853627
TTGX	853629
TTGX	853645
TTGX	853648
TTGX	853650
TTGX	854066

TTGX	853656
TTGX	853665
TTGX	853679
TTGX	853680
TTGX	853682
TTGX	853684
TTGX	853696
TTGX	853697
TTGX	853722
TTGX	853758
TTGX	853759
TTGX	853934
TTGX	853945
TTGX	853950
TTGX	853951
TTGX	853952
TTGX	853963
TTGX	853964
TTGX	853970
TTGX	853974
TTGX	853980
TTGX	853981
TTGX	853982
TTGX	853984
TTGX	853987
TTGX	854006
TTGX	854007
TTGX	854009
TTGX	854021
TTGX	854029
TTGX	854030
TTGX	854032
TTGX	820826
TTGX	820833
TTGX	820954
TTGX	820955
TTGX	853531
TTGX	853540

TTGX	853547
TTGX	853548
TTGX	853551
TTGX	853554
TTGX	853567
TTGX	853575
TTGX	853594
TTGX	853595
TTGX	853623
TTGX	853630
TTGX	853631
TTGX	853641
TTGX	853642
TTGX	853647
TTGX	853653
TTGX	853654
TTGX	853655
TTGX	853658
TTGX	853664
TTGX	853669
TTGX	853670
TTGX	853671
TTGX	853678
TTGX	853688
TTGX	853694
TTGX	853695
TTGX	853701
TTGX	853704
TTGX	853707
TTGX	853710
TTGX	853723
TTGX	853730
TTGX	853736
TTGX	853756
TTGX	853767
TTGX	853770
TTGX	853793
TTGX	853826

EXHIBIT A
to
Memorandum of Lease

Car Numbers

TTGX	853936
TTGX	853937
TTGX	853938
TTGX	853939
TTGX	853947
TTGX	853954
TTGX	853957
TTGX	853958
TTGX	853959
TTGX	853962
TTGX	853965
TTGX	853972
TTGX	853983
TTGX	853985
TTGX	853992
TTGX	853993
TTGX	853996
TTGX	853997
TTGX	853998
TTGX	854000
TTGX	854003
TTGX	854008
TTGX	854013
TTGX	854037
TTGX	854038
TTGX	853529
TTGX	853536
TTGX	853542
TTGX	853546
TTGX	853549
TTGX	853550
TTGX	853585
TTGX	853685
TTGX	853693
TTGX	853752
TTGX	853843
TTGX	853844
TTGX	853946
TTGX	853975
TTGX	853978
TTGX	854001

TTGX	854004
TTGX	854016
TTGX	854027
TTGX	854033
TTGX	854041
TTGX	853686
TTGX	853794
TTGX	853955
TTGX	853956
TTGX	853966
TTGX	854060
TTGX	854061
TTGX	854062
TTGX	853634
TTGX	853649
TTGX	853663
TTGX	853675
TTGX	853681
TTGX	853789
TTGX	853837
TTGX	853953
TTGX	854018
TTGX	854035
TTGX	853560
TTGX	853606
ETTX	904780
TTGX	961383
TTGX	961399
TTGX	962730
TTGX	963065
TTGX	964017
TTGX	964027
TTGX	961387
TTGX	961420
TTGX	961444
TTGX	961554
TTGX	961914
TTGX	962343
TTGX	962728
TTGX	963884
TTGX	964010

TTGX	964011
TTGX	964013
TTGX	964014
TTGX	964040
TTGX	964049
TTGX	964057
TTGX	940133
TTGX	961547
TTGX	961634
TTGX	961636
TTGX	961637
TTGX	962068
TTGX	962406
TTGX	962710
TTGX	963097
TTGX	963846
TTGX	964022
TTGX	964051
ETTX	901547
ETTX	901604
ETTX	902077
ETTX	902716
ETTX	903454
ETTX	903800
ETTX	903804
ETTX	903807
ETTX	904077
TTGX	940022
TTGX	940042
TTGX	940131
TTGX	940135
TTGX	940136
TTGX	940143
TTGX	961405
TTGX	961624
TTGX	961768
TTGX	962387
TTGX	962393
TTGX	964034

EXHIBIT A
to
Memorandum of Lease

Car Numbers

ETTX	900549
ETTX	900706
ETTX	904366
ETTX	904400
ETTX	904481
ETTX	904493
ETTX	904498
ETTX	904507
ETTX	904515
ETTX	904532
ETTX	904579
ETTX	904589
ETTX	904631
ETTX	904711
ETTX	904715
ETTX	904739
ETTX	904755
ETTX	904773
ETTX	907001
ETTX	907115
ETTX	907189
ETTX	907205
ETTX	907366
ETTX	908840
ETTX	904533
ETTX	904628
ETTX	907167
ETTX	901562
ETTX	903583
ETTX	903798
ETTX	900774
ETTX	902966
ETTX	903628
ETTX	903792
ETTX	904044
ETTX	900485
ETTX	900536
ETTX	900680
ETTX	901166
ETTX	904390