

First Union Rail Corporation

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

VIA FEDERAL EXPRESS



June 4, 1998

RECORDATION NO. 21449 FILED
JUN 5 '98 12-51 PM

Surface Transportation Board
Attn: Jan Fort
1925 K Street, N.W., Room 704
Washington, DC 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:

<p>Lessor: First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: Burlington Northern Santa Fe Railway Company 2600 Lou Menk Drive Fort Worth, Texas 76161-0034</p>
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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.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulsky
Manager - Documents Administration

Enclosures

(BN037)

ASSIGN: BN037

MEMORANDUM OF LEASE

RECORDATION NO. 21449 FILED

JUN 5 '98

12-51 PM

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 Santa Fe ("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: [Signature]

Name: JACK THOMAS

Title: President

ATTEST:

By: Michelle Berg

Name: Michelle Berg

Title: Office Manager

Executed on this 8th day of May, 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 8th day of May, 1998.

Michelle Berg
Notary Public

My Commission Expires:



LESSEE:

The BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

By: [Signature]

Name: DAVID L. GARIN

Title: V.P. Metzler & MINERALS

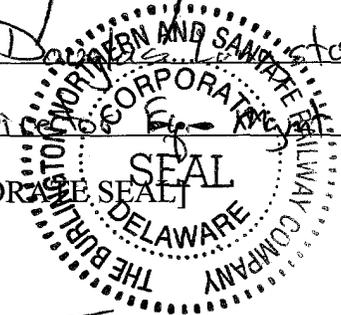
ATTEST:

By: [Signature]

Name: David L. Garin

Title: Director of Operations

[CORPORATE SEAL]

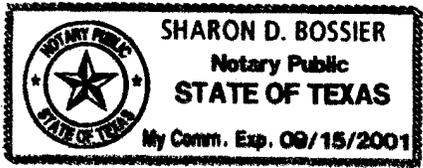


STATE OF Texas

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.

WITNESS my hand and official stamp or seal, this 27th day of April, 1998.



[Signature]
Notary Public

My Commission Expires:

9/15/2001
(Notary Public)

EXHIBIT A
to
Memorandum of Lease

Two Hundred Covered Hopper Railcars

Car Numbers

UMP	001116
UMP	001117
UMP	001118
UMP	001119
UMP	001120
UMP	001121
UMP	001122
UMP	012126
UMP	012128
UMP	012130
UMP	012131
UMP	012132
UMP	012171
UMP	012175
UMP	012183
UMP	012204
UMP	012213
UMP	012214
UMP	012215
UMP	012216
UMP	012217
UMP	012218
UMP	044538
UMP	046127
UMP	046151
UMP	046711
UMP	046747
UMP	046763
UMP	046771
UMP	046773
UMP	046793
UMP	047402
UMP	049154
UMP	049174

UMP	049178
UMP	049185
UMP	049207
UMP	049210
UMP	049238
UMP	049245
UMP	049251
UMP	049265
UMP	049277
UMP	049278
UMP	049350
UMP	049354
UMP	049355
UMP	049411
UMP	049416
UMP	049422
UMP	049455
UMP	049474
UMP	049491
UMP	049715
UMP	050317
UMP	050322
UMP	050327
UMP	050348
UMP	050359
UMP	050369
UMP	050389
UMP	050390
UMP	050396
UMP	050417
UMP	050418
UMP	050431
UMP	050440
UMP	050453
UMP	050467

EXHIBIT A
to
Memorandum of Lease

Two Hundred Covered Hopper Railcars

Car Numbers

UMP	050841
UMP	050923
UMP	052847
UMP	052849
UMP	052940
UMP	052948
UMP	052987
UMP	052992
UMP	053721
UMP	053729
UMP	053754
UMP	053789
UMP	053812
UMP	053890
UMP	053904
UMP	053919
UMP	053927
UMP	053930
UMP	054114
UMP	054148
UMP	054176
UMP	054181
UMP	054188
UMP	054195
UMP	054430
UMP	054636
UMP	054665
UMP	054672
UMP	055171
UMP	055335
UMP	055344
UMP	055345
UMP	055403
UMP	055427
UMP	056021
UMP	056022
UMP	056030
UMP	056034

UMP	056042
UMP	056059
UMP	056069
UMP	056227
UMP	057418
UMP	102000
UMP	252962
UMP	252981
UMP	253096
UMP	465687
UMP	465707
UMP	475349
UMP	475350
UMP	475376
UMP	475403
UMP	475408
UMP	475429
UMP	475486
UMP	475524
UMP	475736
UMP	475872
UMP	476035
UMP	476322
UMP	478704
UMP	478705
UMP	478737
UMP	478748
UMP	479292
UMP	479294
UMP	479330
UMP	479337
UMP	479636
UMP	479754
UMP	480057
UMP	480068
UMP	480080
UMP	480081
UMP	480082

UMP	480085
UMP	480086
UMP	480087
UMP	480088
UMP	480089
UMP	480090
UMP	480094
UMP	480096
UMP	480099
UMP	480200
UMP	480219
UMP	480238
UMP	480255
UMP	480256
UMP	480260
UMP	480393
UMP	480396
UMP	480397
UMP	480560
UMP	480571
UMP	480779
UMP	480780
UMP	480790
UMP	480791
UMP	480794
UMP	480808
UMP	482066
UMP	482092
UMP	482109
UMP	482136

EXHIBIT A
to
Memorandum of Lease

Two Hundred Covered Hopper Railcars

Car Numbers

UMP	482159
UMP	482174
UMP	800067
UMP	800537
UMP	800654
UMP	800669
UMP	801235
UMP	810006
UMP	810008
UMP	810012
UMP	810014
UMP	810017
UMP	810018
UMP	810021
UMP	810024
UMP	810039
UMP	810045
UMP	810046
UMP	810054
UMP	810058
UMP	810077
UMP	810095
UMP	810097
UMP	810313
UMP	810333