

MOORE & VAN ALLEN, PLLC

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September 2, 1998

RECORDATION NO. 21679 FILED

VIA UPS NEXT DAY AIR

SEP 3 '98

1-06 PM

SEP 3 1 06 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Secretary Vernon A. Williams
Surface Transportation Board
1925 K Street, NW
Suite 700
Washington, DC 20423

RE: *Recordation of Memoranda of Lease Agreement dated as of August 1, 1998 for First Union Rail Corporation/Trinity Industries Leasing Company (the "Trinity Transaction") and Amendment Agreement No. 4 Lease Supplement No. 1, and Lease Supplement No. 2 all dated as of June 30, 1998, for Burlington Northern and Santa Fe Railway Company/First Union Commercial Corporation (the "Burlington Transaction")*

Dear Mr. Secretary:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) original Memoranda of Lease Agreement, dated as of August 1, 1998, (referencing the Trinity Transaction Railroad Car Net Lease Agreement and Rider No. 1, both dated as of August 1, 1998) and two (2) Amendment Agreements No. 4, two (2) Lease Supplements No. 1, and Lease Supplements No. 2, all dated as of June 30, 1998, (all referencing the Lease of Railroad Equipment dated as of October 1, 1979). Each is a primary document as defined in the Board's Rules for the Recordation of Documents.

A description of the railroad equipment covered by each of the enclosed documents is set forth on Schedule I (referencing the Trinity Transaction Railroad Car Net Lease Agreement and Rider No. 1), Schedule II (referencing the Burlington Transaction Lease Supplement No. 1), and Schedule III (referencing the Burlington Transaction Lease Supplement No. 2), attached hereto. Also enclosed is a check in the amount of \$104.00 payable to the order of the Surface Transportation Board covering the combined recordation fees.

Please return one (1) stamped original of each of the enclosed documents to me in the enclosed Business Reply Mail envelope.

Secretary Vernon A. Williams
Surface Transportation Board
September 2, 1998
Page 2

If you have any questions regarding these documents or this matter, please do not hesitate to contact me at (704) 331-2444.

Respectfully,

MOORE & VAN ALLEN, PLLC

A handwritten signature in black ink, appearing to read "Stephen D. Pillow". The signature is fluid and cursive, with a large initial "S" and a distinct "P" at the end.

Stephen D. Pillow
Legal Assistant

sdp
Enclosures

cc: Robert V. Baker, Esq. (without enclosures)
M. Matthew Plyler, Esq. (without enclosures)

SCHEDULE I

DESCRIPTION OF EQUIPMENT

Trinity Transaction

(August 1, 1998)

DESCRIPTION OF UNITS: One-Hundred (100) - 52'6" inside length, steel body,
gondola railroad freight cars

REPORTING MARKS: NKCR

CAR NUMBERS: 4001-4050 inclusive, & 41001-41050 inclusive

SCHEDULE II

DESCRIPTION OF EQUIPMENT
Burlington Transaction - Lease Supplement No. 1
(June 30, 1998)

DESCRIPTION OF UNITS: Twenty-Five (25) - GE 3,000 H.P. Model C30-7 Diesel-Electric Locomotives

REPORTING MARKS: BN

LOCOMOTIVE NUMBERS: 5087-5111 inclusive

SCHEDULE II

DESCRIPTION OF EQUIPMENT Burlington Transaction - Lease Supplement No. 2 (June 30, 1998)

DESCRIPTION OF UNITS: One -Hundred-Forty-One (141) - EMD 3,000 H.P. Model
SD40-2 Diesel-Electric Locomotives

REPORTING MARKS: BN

LOCOMOTIVE NUMBERS: 7206-7220 inclusive
7222-7227 inclusive
7236-7240 inclusive
7242-7291 inclusive
7500
7924-7940 inclusive
8090-8136 inclusive

MEMORANDUM OF LEASE AGREEMENT **SEP 3 '98 1-06 PM**

THIS MEMORANDUM OF LEASE AGREEMENT dated as of August 1, 1998, is between FIRST UNION RAIL CORPORATION, a North Carolina corporation ("Lessor"), and TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation ("Lessee").

WHEREAS, the Lessor and the Lessee entered into that certain Railroad Car Net Lease Agreement dated as of August 1, 1998 (the "Lease"), between Lessee and Lessor and that certain Rider No. 1 dated as of August 1, 1998 (the "Rider"), between Lessee and Lessor and places under lease that certain equipment set forth on Schedule I attached hereto, and all additions thereto, alterations thereof, replacements thereof and substitutions therefor;

IN WITNESS WHEREOF, the parties wish to show for the public record the aforesaid Lease and Rider, and accordingly have caused this Memorandum of Lease Agreement to be executed by their officers thereunto duly authorized, as of the date first above written. This memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

FIRST UNION RAIL CORPORATION

By: 
Name: PAUL W. VAN VORST
Title: CHIEF EXECUTIVE OFFICER

TRINITY INDUSTRIES LEASING COMPANY

By: _____
Name: _____
Title: _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of August 1, 1998, is between FIRST UNION RAIL CORPORATION, a North Carolina corporation ("Lessor"), and TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation ("Lessee").

WHEREAS, the Lessor and the Lessee entered into that certain Railroad Car Net Lease Agreement dated as of August 1, 1998 (the "Lease"), between Lessee and Lessor and that certain Rider No. 1 dated as of August 1, 1998 (the "Rider"), between Lessee and Lessor and places under lease that certain equipment set forth on Schedule I attached hereto, and all additions thereto, alterations thereof, replacements thereof and substitutions therefor;

IN WITNESS WHEREOF, the parties wish to show for the public record the aforesaid Lease and Rider, and accordingly have caused this Memorandum of Lease Agreement to be executed by their officers thereunto duly authorized, as of the date first above written. This memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

FIRST UNION RAIL CORPORATION

By: _____
Name: _____
Title: _____

TRINITY INDUSTRIES LEASING COMPANY

By: DG Gellie
Name: DUNCAN A. GELLIE
Title: EXECUTIVE VICE PRESIDENT

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public in and for said state and county, do hereby certify that _____ personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

Witness my hand and official seal this _____ day of _____, 19____.

Notary Public

My commission expires: _____

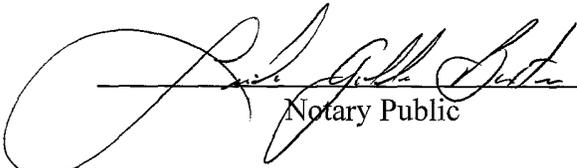
[NOTARY SEAL]

STATE OF North Carolina

COUNTY OF Rowan

I, Linda Goble Baxter, a Notary Public in and for said state and county, do hereby certify that Paul W. Van Wie personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

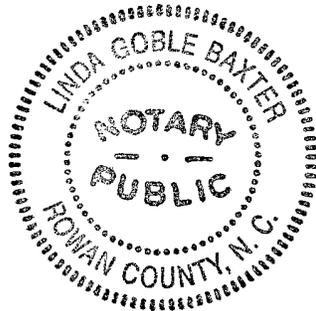
Witness my hand and official seal this 4th day of August, 1998.



Notary Public

My commission expires: November 30, 2000

[NOTARY SEAL]



STATE OF Texas

COUNTY OF Dallas

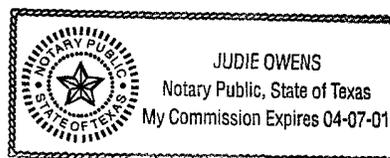
I, Judie Owens, a Notary Public in and for said state and county, do hereby certify that Duncan A. Gillies personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

Witness my hand and official seal this 4th day of August, 1998.

Judie Owens
Notary Public

My commission expires: _____

[NOTARY SEAL]



STATE OF _____

COUNTY OF _____

I, _____, a Notary Public in and for said state and county, do hereby certify that _____ personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

Witness my hand and official seal this _____ day of _____, 19____.

Notary Public

My commission expires:

[NOTARY SEAL]

Surface Transportation Board/USA
Trinity- Lease Supplement No. 1

CHARI\SDP\BANK\418991_1

SCHEDULE I

DESCRIPTION OF EQUIPMENT

(Rider No. 1)

August 1, 1998

100 52'6" inside length, steel body, gondola railroad freight cars.

Reporting Marks: NKCR

Running Numbers: 4001 - 4050 inclusive, & 41001 - 41050 inclusive