

RECORDATION NO. 20461 FILED 1425
JAN - 6 1997 4:05 PM

December 23, 1996

Secretary
Surface Transportation Board
Washington, D.C. 20423-0001

RECEIVED
SURFACE TRANSPORTATION
BOARD
JAN 6 4 00 PM '97

Re: Memorandum of Lease Agreement

Dear Secretary:

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 March 1, 1996, 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: Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

A description of the railroad equipment covered by the enclosed document is set forth on Schedule I attached hereto.

Also enclosed is a check in the amount of \$21.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped original of the enclosed document to the undersigned.

Very truly yours,



Keith Andersen
Manager-Documentation

SCHEDULE 1 - DESCRIPTION OF EQUIPMENT

26-Nov-96

<u>ASSIGNMENT</u>	<u>CARINIT</u>	<u>CARNUM</u>	<u>CARTYPE</u>	<u>NO OF CARS</u>
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UP006

CNW	005063	D116	1
CNW	005073	D116	1
CNW	005050	D116	1
CNW	005071	D116	1
CNW	005070	D116	1
CNW	005069	D116	1
CNW	005068	D116	1
CNW	005067	D116	1
CNW	005066	D116	1
CNW	005099	D116	1
CNW	005064	D116	1
CNW	005074	D116	1
CNW	005062	D116	1
CNW	005061	D116	1
CNW	005060	D116	1
CNW	005059	D116	1
CNW	005058	D116	1
CNW	005057	D116	1
CNW	005056	D116	1
CNW	005055	D116	1
CNW	005054	D116	1
CNW	005053	D116	1
CNW	005052	D116	1
CNW	005065	D116	1
CNW	005087	D116	1

<u>ASSIGNMENT</u>	<u>CARINIT</u>	<u>CARNUM</u>	<u>CARTYPE</u>	<u>NO OF CARS</u>
CNW	005098	D116	1	
CNW	005097	D116	1	
CNW	005095	D116	1	
CNW	005094	D116	1	
CNW	005093	D116	1	
CNW	005092	D116	1	
CNW	005091	D116	1	
CNW	005090	D116	1	
CNW	005072	D116	1	
CNW	005088	D116	1	
CNW	005075	D116	1	
CNW	005086	D116	1	
CNW	005085	D116	1	
CNW	005084	D116	1	
CNW	005083	D116	1	
CNW	005082	D116	1	
CNW	005081	D116	1	
CNW	005080	D116	1	
CNW	005079	D116	1	
CNW	005078	D116	1	
CNW	005077	D116	1	
CNW	005076	D116	1	
CNW	005089	D116	1	

Grand Total:

48

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

1/6/97

Keith Andersen
First Union Rail
6250 River Road, Ste. 5000
Rosemont, Illinois 60018

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/6/97 at 4:05 PM, and assigned recordation number(s). 20461, 20462, 20463, 20464, 20465 and 20466.

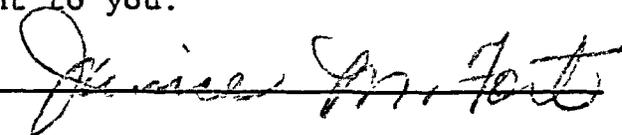
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 132.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

The checks total the amount of (\$136.00). A refund of \$4.00 is being sent to you.

Signature 

0129A

RECORDATION NO 20461 FILED 1425
JAN - 6 1997 - 05 PM

Memorandum of Lease

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of March, 1996, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and UNION PACIFIC RAILROAD COMPANY ("Lessee"), a Utah corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of March 01, 1996, 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: John J. Thomas

Name: John J. Thomas

Title: President

By: Michelle Berg

Name: Michelle Berg

Title: Office Manager

Executed on this 23 day of December, 1996.

[CORPORATE SEAL]

LESSEE:

[NAME OF CORPORATION]

UNION PACIFIC RAILROAD COMPANY

ATTEST:

By: John R. Billingsley

Name: John R. Billingsley

Title: Manager-Purchasing

By: C.W. Saylor

Name: C.W. SAYLORS

Title: ASST. SECRETARY

Executed on this 19th day of December 1996.

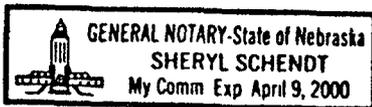
[CORPORATE SEAL]

STATE OF NEBRASKA

COUNTY OF DOUGLAS

I, SHERYL R. SCHENDT, a Notary Public of the County and State aforesaid, certify that John R. Billingsley personally came before me this day and acknowledged that (x)he is Manager-Purchasing of Union Pacific Railroad Co., a Utah corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Manager-Purchasing ~~President~~, sealed with its corporate seal and attested by C.W. Saylor as its ASSISTANT Secretary.

WITNESS my hand and official stamp or seal, this 19th day of December, 1996.



Sheryl R. Schendt
Notary Public

My Commission Expires:

4/9/2000
(Notary Public)

0129A

STATE OF Illinois

COUNTY OF Cook

I, Michelle Berg, a Notary Public of the County and State aforesaid, certify that John J. Thomas personally came before me this day and acknowledged that (s)he is President Secretary of First Union Rail Corp., a North Carolina corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its _____ President, sealed with its corporate seal and attested by Michelle Berg as its _____ Secretary.

WITNESS my hand and official stamp or seal, this 23 day of December, 1996.

Michelle Berg
Notary Public

My Commission Expires:

7/18/98
(Notary Public)

