

RECORDATION NO. 22147-E FILED

OCT 31 '03

3-19 PM

## FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

VIA UPS 2<sup>nd</sup> DAY AIR

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

October 29, 2003

Tel 847.318.7575  
Fax 847.318.7588

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

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 October 24, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22147.

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 2500 Lou Menk Drive Ft. Worth, TX 76131
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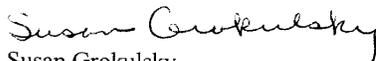
A description of the railroad equipment covered by the enclosed document is one hundred fifty (150) 4750 cu. ft. covered hopper railcars with FURX, NOKL, PRAX marks (see Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 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 along with the additional copies.

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 of Documentation

Enclosures

(BNSF085)



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ASSGN. NO. BNSF085

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 24th day of October, 2003 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and The Burlington Northern and Santa Fe Railway Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of July 1, 1995, as amended April 1, 2002, (the "Lease"), whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 49 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 18, 2003, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

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: Richard F. Seymour

By: K.A. Dambrowski

Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

Name: K.A. DAMBROWSKI

Title: \_\_\_\_\_

Title: DIRECTOR OF DOCUMENTATION Executed on this 24th day of October, 2003.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

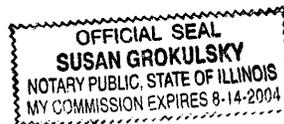
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 24th day of October, 2003.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



LESSEE:

THE BURLINGTON NORTHERN AND  
SANTA FE RAILWAY COMPANY

By: KATHRYN FARMER  
Name: Kathryn Farmer  
Title: AVP Carload Equip

ATTEST:

By: Jeffrey T. Williams  
Name: Assistant Secretary  
Title: Jeffrey T. Williams

Executed on this 20 day of October, 2003

[CORPORATE SEAL]

STATE OF Texas  
COUNTY OF Tarrant

I, Tina M. Mailhos, a Notary Public of the County and  
State aforesaid, certify that Kathryn Farmer 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 20 day of October, 2003.



Tina M. Mailhos  
Notary Public

EXHIBIT A TO MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred-fifty (150)

DESCRIPTION OF CARS: 4750 cubic foot capacity covered hopper cars equipped with gravity gates and trough hatches.

CAR NUMBERS:

FURX 818211	FURX 822071	FURX 829650	FURX 830805	NOKL 831025
FURX 818214	FURX 822072	FURX 829712	FURX 830927	NOKL 832504
FURX 818225	FURX 822074	FURX 829829	FURX 830935	NOKL 832509
FURX 818235	FURX 822076	FURX 830068	FURX 830977	NOKL 832537
FURX 818510	FURX 822083	FURX 830077	FURX 830989	NOKL 832581
FURX 818520	FURX 822086	FURX 830087	FURX 830997	NOKL 832582
FURX 818521	FURX 822105	FURX 830100	FURX 831051	NOKL 832583
FURX 818523	FURX 822107	FURX 830105	FURX 832003	NOKL 832584
FURX 818537	FURX 822108	FURX 830126	FURX 832070	NOKL 832594
FURX 818539	FURX 822111	FURX 830152	FURX 832536	NOKL 832595
FURX 818541	FURX 822114	FURX 830159	NDYX 475013	NOKL 832627
FURX 818553	FURX 822121	FURX 830161	NDYX 475204	NOKL 832668
FURX 818579	FURX 822122	FURX 830162	NDYX 475270	NOKL 832689
FURX 818583	FURX 822232	FURX 830164	NOKL 818807	NOKL 832691
FURX 818597	FURX 822826	FURX 830167	NOKL 820512	NOKL 832695
FURX 818612	FURX 822884	FURX 830172	NOKL 820544	PRAX 818213
FURX 818647	FURX 822902	FURX 830179	NOKL 820550	PRAX 824120
FURX 818652	FURX 822948	FURX 830182	NOKL 820605	PRAX 824148
FURX 818655	FURX 823013	FURX 830183	NOKL 820630	PRAX 824186
FURX 818657	FURX 823082	FURX 830184	NOKL 821520	PRAX 825736
FURX 818660	FURX 823892	FURX 830185	NOKL 823379	PRAX 828320
FURX 818662	FURX 824266	FURX 830210	NOKL 824270	PRAX 828808
FURX 820855	FURX 826411	FURX 830220	NOKL 824324	PRAX 828811
FURX 821099	FURX 826754	FURX 830236	NOKL 824325	PRAX 828813
FURX 821100	FURX 827606	FURX 830246	NOKL 824376	PRAX 828993
FURX 821488	FURX 828323	FURX 830247	NOKL 824384	PRAX 828995
FURX 821511	FURX 828708	FURX 830254	NOKL 824392	Count: 150
FURX 821582	FURX 828861	FURX 830261	NOKL 824417	
FURX 821586	FURX 828972	FURX 830330	NOKL 828411	
FURX 821677	FURX 829452	FURX 830354	NOKL 828439	
FURX 822068	FURX 829593	FURX 830368	NOKL 830628	