

RECORDATION NO. 22147-F FILED

OCT 31 '03

3-25 PM

FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

VIA UPS 2nd 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 ninety-four (94) 4400 cu. ft. rotary, aluminum coal gondola railcars with FURX 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.

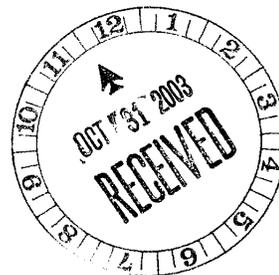
If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,


Susan Grokulsky
Manager of Documentation

Enclosures

(BNSF087)



ASSGN. NO. BNSF087

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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. 52 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 9, 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. Dombrowski

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Name: K.A. DOMBROWSKI

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: Jeffrey T. Williams
Title: Assistant Secretary

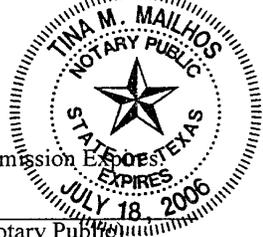
Executed on this 20 day of October, 2003.

[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/her 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

Commission Expires
EXPIRES
JULY 18, 2006
(Notary Public)

EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: Ninety-four (94)

DESCRIPTION OF CARS: 4400 cu. ft. rotary, aluminum coal gondolas, 286 GRL

CAR NUMBERS:

FURX 960003	FURX 960045	FURX 960077	FURX 960158
FURX 960004	FURX 960046	FURX 960081	FURX 960162
FURX 960005	FURX 960047	FURX 960082	FURX 960163
FURX 960006	FURX 960048	FURX 960086	FURX 960164
FURX 960008	FURX 960049	FURX 960090	FURX 960170
FURX 960011	FURX 960051	FURX 960091	FURX 960173
FURX 960013	FURX 960054	FURX 960092	FURX 960176
FURX 960014	FURX 960055	FURX 960093	FURX 960180
FURX 960015	FURX 960057	FURX 960096	FURX 960186
FURX 960018	FURX 960058	FURX 960099	FURX 960190
FURX 960019	FURX 960059	FURX 960105	FURX 960191
FURX 960020	FURX 960061	FURX 960108	FURX 960192
FURX 960021	FURX 960062	FURX 960114	FURX 960193
FURX 960023	FURX 960063	FURX 960115	FURX 960199
FURX 960026	FURX 960064	FURX 960120	FURX 960211
FURX 960033	FURX 960065	FURX 960121	FURX 960213
FURX 960034	FURX 960066	FURX 960122	FURX 960215
FURX 960035	FURX 960067	FURX 960126	FURX 960216
FURX 960036	FURX 960069	FURX 960135	FURX 960219
FURX 960037	FURX 960070	FURX 960139	FURX 960222
FURX 960038	FURX 960072	FURX 960148	FURX 960223
FURX 960040	FURX 960073	FURX 960153	FURX 960227
FURX 960042	FURX 960074	FURX 960155	Count: 94
FURX 960044	FURX 960076	FURX 960157	