

RECORDATION NO. 22147-6 FILED

APR 14 '04

10-35 AM

## FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

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

Tel 847 318-7575  
Fax 847 318-7588



UPS 2<sup>nd</sup> DAY AIR  
April 9, 2004

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 three (3) originals of a Memorandum of Lease Agreement, dated March 5, 2004, 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:

Owner: ATEL Leasing Corporation  
600 California Street, 6<sup>th</sup> Floor  
San Francisco, California 94108

Lessee: The Burlington Northern & Santa Fe Rwl.  
2650 Lou Menk Drive  
Fort Worth, TX 76131

Lessor/Manager: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

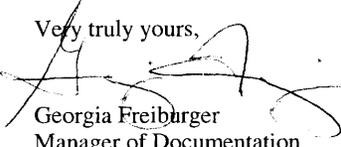
A description of the railroad equipment covered by the enclosed document is one hundred fifty (150) 4750 cu. ft. covered hopper cars, with FURX, NDYX, NOKL, RUSX and UMPX marks (see Exhibit A for car numbers).

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 regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

  
Georgia Freiburger  
Manager of Documentation

Enclosures  
(BNSF091)

ASSGN. NO. BNSF091

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 5th day of March, 2004, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, Owner of cars listed on Exhibit A in Group 1, and as Manager, acting in its capacity as independent contractor for ATEL Leasing Corporation, Owner of Car listed on Exhibit A in Group 2, 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 (the "Lease"), dated as of July 1, 1995, as amended April 1, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 54 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 31, 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  
As Owner of Cars in Group 1, and as Manager of Car in Group 2

ATTEST:

By: [Signature]  
Name: GEORGIA FREIBURGER

By: [Signature]  
Name: RICHARD E SEYMOUR  
Vice President Sales & Marketing  
Title: \_\_\_\_\_

Title: MGR. OF DOCUMENTATION Executed on this 12th day of March, 2004.

[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 12th day of March, 2004.

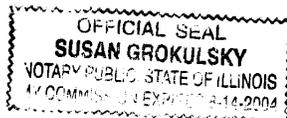
[Signature]  
Notary Public

My Commission Expires:  
8-14-2004  
(Notary Public)

RECORDATION NO. 22147-G FILED

APR 14 '04 10-35 AM

SURFACE TRANSPORTATION BOARD



**LESSEE:**

THE BURLINGTON NORTHERN AND  
SANTA FE RAILWAY COMPANY

By: KATHRYN FARMER

Name: Kathryn Farmer

Title: AVP Carload Equip

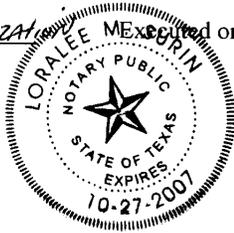
ATTEST:

By: Loralee M. Surin

Name: LORALEE M. SURIN

Title: Mgr. Equip. Utilization Executed on this 5th day of March, 2004.

[CORPORATE SEAL]



STATE OF Texas

COUNTY OF TARRANT

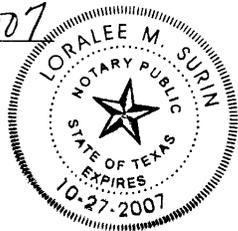
I, LORALEE M. SURIN, a Notary Public of the County and State aforesaid, certify that KATHRYN FARMER personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 5th day of March, 2004.

Loralee M. Surin  
Notary Public

Commission Expires:

10-27-2007  
(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:

Group 1

FURX 815522	FURX 827432	FURX 830397	NDYX 823830	NDYX 833142
FURX 820814	FURX 828222	FURX 830485	NDYX 828165	NDYX 833152
FURX 821637	FURX 828316	FURX 830511	NDYX 828194	NDYX 833153
FURX 821713	FURX 828345	FURX 830647	NDYX 828278	NDYX 833156
FURX 821760	FURX 828362	FURX 830890	NDYX 828301	NDYX 833158
FURX 821761	FURX 828384	FURX 830905	NDYX 828426	NDYX 833160
FURX 821804	FURX 828416	FURX 830971	NDYX 828527	NDYX 833161
FURX 821973	FURX 828460	FURX 833313	NDYX 828534	NDYX 833169
FURX 822019	FURX 828525	NDYX 475003	NDYX 828536	NDYX 833174
FURX 822023	FURX 828528	NDYX 475260	NDYX 828614	NDYX 833178
FURX 822210	FURX 828532	NDYX 475326	NDYX 828684	NDYX 833224
FURX 822781	FURX 828535	NDYX 820553	NDYX 828688	NDYX 833262
FURX 822786	FURX 828574	NDYX 820595	NDYX 828904	NOKL 823522
FURX 822818	FURX 828577	NDYX 820598	NDYX 829508	NOKL 824008
FURX 822832	FURX 828723	NDYX 822268	NDYX 830550	NOKL 824483
FURX 822842	FURX 828740	NDYX 822279	NDYX 830568	NOKL 824492
FURX 822878	FURX 828859	NDYX 823121	NDYX 830569	NOKL 824530
FURX 823161	FURX 829436	NDYX 823164	NDYX 830577	NOKL 826505
FURX 823348	FURX 829460	NDYX 823389	NDYX 830619	NOKL 828839
FURX 824304	FURX 829578	NDYX 823672	NDYX 830625	NOKL 830626
FURX 825958	FURX 829724	NDYX 823680	NDYX 830704	NOKL 832526
FURX 826068	FURX 829839	NDYX 823685	NDYX 830896	NOKL 832706
FURX 826856	FURX 830005	NDYX 823745	NDYX 830899	RUSX 5616
FURX 826867	FURX 830122	NDYX 823747	NDYX 830900	RUSX 5647
FURX 826940	FURX 830124	NDYX 823757	NDYX 830902	RUSX 5652
FURX 826994	FURX 830186	NDYX 823781	NDYX 830903	RUSX 800089
FURX 827040	FURX 830211	NDYX 823785	NDYX 830939	RUSX 800126
FURX 827054	FURX 830308	NDYX 823795	NDYX 831005	RUSX 800148
FURX 827071	FURX 830315	NDYX 823818	NDYX 833111	UMPX 482665
FURX 827098	FURX 830396	NDYX 823827	NDYX 833112	

Group 2

NOKL 834298