FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588

RECORDATION NO. 22147-L FILED
MAY 13 '05 3-47 PM
SURFACE TRANSPORTATION BOARD

MAY 13 2005 RECEIVED

VIA UPS 2nd DAY AIR

May 11, 2005

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 one (1) copy of a Memorandum of Lease Agreement, dated April 27, 2005, 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:	BNSF Railway Company 2650 Lou Menk Drive Fort Worth, TX 76131-2830

A description of the railroad equipment covered by the enclosed document is two-hundred forty-nine (249) 4400 cu. ft., rotary, aluminum coal gondolas, marked FURX (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 $32.00 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) 384-5375.
Thank you for your cooperation in this matter.

Very truly yours,

Theresa Catapano

Theresa Catapano
Manager of Documentation

Enclosures

(BNSF105/105A)

ASSGN. NO. BNSF105/105A

RECORDATION NO. 22147-L FILED

MAY 13 '05 3-47 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 27th day of April, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and BNSF Railway Company formerly known as 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. 63 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 20, 2004 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: Vice President Sales & Marketing

ATTEST:

By: Susan Grokulsky

Name: SUSAN GROKULSKY

Title: MANAGER OF DOCUMENTATION

Executed on this 27th day of April, 2005.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, 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 27th day of April 2005.

Notary Public

My Commission Expires:

5-2008
(Notary Public)

OFFICIAL SEAL
GEORGIA FREIBURGER
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 5-18-2008

LESSEE:

BNSF RAILWAY COMPANY

By: John P Lanigan, Jr.

Name: JLPLanigan

Title: EVP & CMO

ATTEST:

By:

Name:

Title: CRAIG N. SMETKO ASSISTANT SECRETARY

Executed on this 27th day of April, 2005

BNSF RAILWAY COMPANY CORPORATE SEAL DELAWARE

[CORPORATE SEAL]

STATE OF TEXAS

COUNTY OF TARRANT

I, LORALEE M. SURIN, a Notary Public of the County and State aforesaid, certify that JOHN P LANIGAN, JR 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 27th day of April, 2005.

Loralee M Surin

Notary Public

Commission Expires:

Loralee M Surin

(Notary Public)

LORALEE M. SURIN NOTARY PUBLIC STATE OF TEXAS EXPIRES 10-27-2007

EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: Three hundred thirty-nine (339)

DESCRIPTION OF CARS: 4400 cu. ft. rotary, aluminum coal gondolas, 263/286 GRL

CAR NUMBERS:

Group A - Ninety (90) 263 GRL

FURX	950026	FURX	950057	FURX	950089
FURX	950027	FURX	950058	FURX	950090
FURX	950028	FURX	950059	FURX	950091
FURX	950029	FURX	950060	FURX	950092
FURX	950030	FURX	950061	FURX	950093
FURX	950031	FURX	950062	FURX	950094
FURX	950032	FURX	950063	FURX	950095
FURX	950033	FURX	950064	FURX	950096
FURX	950034	FURX	950065	FURX	950097
FURX	950035	FURX	950066	FURX	950098
FURX	950036	FURX	950067	FURX	950099
FURX	950037	FURX	950068	FURX	950100
FURX	950038	FURX	950069	FURX	950101
FURX	950039	FURX	950070	FURX	950102
FURX	950040	FURX	950071	FURX	950103
FURX	950041	FURX	950072	FURX	950104
FURX	950042	FURX	950073	FURX	950105
FURX	950043	FURX	950074	FURX	950106
FURX	950044	FURX	950076	FURX	950107
FURX	950045	FURX	950077	FURX	950108
FURX	950046	FURX	950078	FURX	950109
FURX	950047	FURX	950079	FURX	950110
FURX	950048	FURX	950080	FURX	950111
FURX	950049	FURX	950081	FURX	950112
FURX	950050	FURX	950082	FURX	950113
FURX	950051	FURX	950083	FURX	950114
FURX	950052	FURX	950084	FURX	950115
FURX	950053	FURX	950085	FURX	950116
FURX	950054	FURX	950086	Count:	90
FURX	950055	FURX	950087		
FURX	950056	FURX	950088		

Group B - Two hundred forty-nine (249) 286 GRL

FURX	961001	FURX	961044	FURX	961096	FURX	961146	FURX	961287	FURX	961801
FURX	961002	FURX	961046	FURX	961097	FURX	961147	FURX	961288	FURX	961802
FURX	961003	FURX	961047	FURX	961098	FURX	961153	FURX	961290	FURX	961803
FURX	961004	FURX	961048	FURX	961100	FURX	961155	FURX	961291	FURX	961804
FURX	961005	FURX	961049	FURX	961101	FURX	961156	FURX	961293	FURX	961805
FURX	961006	FURX	961050	FURX	961103	FURX	961157	FURX	961294	FURX	961807
FURX	961007	FURX	961051	FURX	961106	FURX	961158	FURX	961297	FURX	961809
FURX	961008	FURX	961056	FURX	961107	FURX	961159	FURX	961298	FURX	961810
FURX	961009	FURX	961057	FURX	961108	FURX	961160	FURX	961299	FURX	961813
FURX	961010	FURX	961058	FURX	961109	FURX	961161	FURX	961300	FURX	961816
FURX	961011	FURX	961059	FURX	961110	FURX	961162	FURX	961301	FURX	961818
FURX	961012	FURX	961060	FURX	961111	FURX	961163	FURX	961303	FURX	961839
FURX	961013	FURX	961061	FURX	961113	FURX	961164	FURX	961314	FURX	961840
FURX	961014	FURX	961062	FURX	961114	FURX	961165	FURX	961360	FURX	961841
FURX	961015	FURX	961063	FURX	961115	FURX	961166	FURX	961361	FURX	961842
FURX	961016	FURX	961064	FURX	961116	FURX	961167	FURX	961559	FURX	961844
FURX	961017	FURX	961065	FURX	961117	FURX	961202	FURX	961560	FURX	961846
FURX	961018	FURX	961066	FURX	961118	FURX	961204	FURX	961561	FURX	961847
FURX	961019	FURX	961067	FURX	961119	FURX	961207	FURX	961562	FURX	961848
FURX	961020	FURX	961068	FURX	961120	FURX	961208	FURX	961653	FURX	961849
FURX	961021	FURX	961069	FURX	961121	FURX	961210	FURX	961679	FURX	961850
FURX	961022	FURX	961070	FURX	961122	FURX	961211	FURX	961685	FURX	961851
FURX	961023	FURX	961071	FURX	961123	FURX	961233	FURX	961697	FURX	961852
FURX	961024	FURX	961072	FURX	961124	FURX	961238	FURX	961701	FURX	961853
FURX	961025	FURX	961073	FURX	961125	FURX	961239	FURX	961704	FURX	961855
FURX	961026	FURX	961074	FURX	961126	FURX	961241	FURX	961708	FURX	961856
FURX	961027	FURX	961075	FURX	961127	FURX	961242	FURX	961713	FURX	961857
FURX	961028	FURX	961076	FURX	961128	FURX	961243	FURX	961714	FURX	961858
FURX	961029	FURX	961077	FURX	961129	FURX	961244	FURX	961717	FURX	961866
FURX	961030	FURX	961078	FURX	961130	FURX	961245	FURX	961731	FURX	961867
FURX	961031	FURX	961079	FURX	961131	FURX	961247	FURX	961735	FURX	961868
FURX	961032	FURX	961080	FURX	961132	FURX	961248	FURX	961759	FURX	961869
FURX	961033	FURX	961081	FURX	961133	FURX	961249	FURX	961761	FURX	961870
FURX	961034	FURX	961082	FURX	961134	FURX	961276	FURX	961762	FURX	961871
FURX	961035	FURX	961083	FURX	961135	FURX	961277	FURX	961763	FURX	961875
FURX	961036	FURX	961084	FURX	961136	FURX	961278	FURX	961765	FURX	961876
FURX	961037	FURX	961085	FURX	961137	FURX	961280	FURX	961767	FURX	961880
FURX	961038	FURX	961089	FURX	961140	FURX	961281	FURX	961795	FURX	961881
FURX	961039	FURX	961091	FURX	961141	FURX	961282	FURX	961796	FURX	961882
FURX	961040	FURX	961092	FURX	961142	FURX	961283	FURX	961798		
FURX	961041	FURX	961093	FURX	961143	FURX	961285	FURX	961799		
FURX	961042	FURX	961094	FURX	961145	FURX	961286	FURX	961800		