

# FIRST UNION RAIL

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

Tel 847.318.7575  
Fax 847.318.7588

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 1, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Board on this date as Recordation Number \_\_\_\_\_.

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: Soo Line Railroad Company  
501 Marquette Avenue South  
Soo Line Building  
Minneapolis, MN 55402

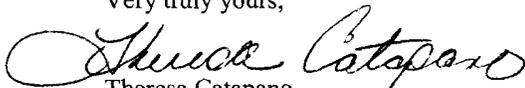
A description of the railroad equipment covered by the enclosed document is one hundred and one (101) 5150 to 5250 cu. ft., covered hopper rail cars (C114), marked FURX and NDYX (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease  
Please Note: Original is double-sided

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 or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5375. Thank you for your cooperation in this matter.

Very truly yours,

  
Theresa Catapano  
Manager of Documentation

Enclosures

(SOO014)

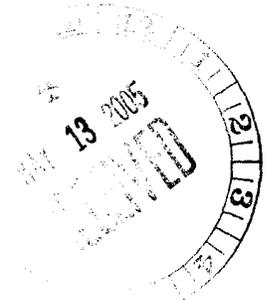
RECORDATION NO. 25587-A FILED

MAY 13 '05

4-17 PM

SURFACE TRANSPORTATION BOARD

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



RECORDATION NO. 25587-A FILED

MAY 13 '05

4-17 PM

ASSIGN. NO. SOO014

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1<sup>st</sup> day of April, 2005, by and between FIRST UNION RAIL CORPORATION ("Lessor"), a North Carolina corporation, and SOO LINE RAILROAD COMPANY ("Lessee"), a Minnesota corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 1, 2005, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 9 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 15, 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

ATTEST:

By: Richard F. Seymour

By: [Signature]

Name: RICHARD E. SEYMOUR  
Vice President Sales & Marketing

Name: K.A. Dombranski

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

Title: DIRECTOR OF DOCUMENTATION Executed on this 7<sup>th</sup> day of April, 2005.

[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 7<sup>th</sup> day of April, 2005.

Susan Grokulska  
Notary Public

My Commission Expires:  
8-14-2008  
(Notary Public)





**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: One hundred and one (101).

DESCRIPTION OF CARS: 5150 to 5250 cu. ft., covered hopper rail cars (C114).

CAR NUMBERS: See Attached List.

**EXHIBIT A TO MEMORANDUM OF LEASE – CAR NUMBERS**

FURX 840051	FURX 850430	NOKL 850730
FURX 840091	FURX 850433	NOKL 850744
FURX 840094	FURX 850439	NOKL 850746
FURX 840106	FURX 850471	
FURX 840160	FURX 850511	<b>TOTAL : 101 Cars</b>
FURX 840173	FURX 850526	
FURX 840207	FURX 850534	
FURX 840232	FURX 850544	
FURX 840236	FURX 850593	
FURX 840252	FURX 850629	
FURX 840257	FURX 850640	
FURX 840262	FURX 850682	
FURX 840285	NDYX 515503	
FURX 840292	NDYX 515506	
FURX 840294	NDYX 515514	
FURX 840296	NDYX 515515	
FURX 840303	NDYX 515527	
FURX 840307	NDYX 515536	
FURX 840314	NDYX 515559	
FURX 840318	NDYX 515563	
FURX 840518	NDYX 515568	
FURX 840613	NDYX 515582	
FURX 840616	NDYX 515605	
FURX 840619	NDYX 515607	
FURX 840624	NDYX 515620	
FURX 840625	NDYX 515621	
FURX 840635	NDYX 515622	
FURX 840644	NDYX 515651	
FURX 840656	NDYX 515652	
FURX 840674	NDYX 515653	
FURX 840690	NDYX 515657	
FURX 840710	NDYX 515666	
FURX 840725	NDYX 515675	
FURX 840726	NDYX 515680	
FURX 840731	NDYX 515683	
FURX 840752	NDYX 515691	
FURX 840760	NDYX 515693	
FURX 840764	NDYX 515694	
FURX 843560	NDYX 516306	
FURX 850013	NDYX 516309	
FURX 850093	NDYX 516312	
FURX 850111	NDYX 516324	
FURX 850134	NDYX 516337	
FURX 850163	NDYX 516338	
FURX 850221	NOKL 850708	
FURX 850235	NOKL 850713	
FURX 850273	NOKL 850717	
FURX 850295	NOKL 850723	
FURX 850396	NOKL 850729	