

RECORDATION NO. 22845-D FILED

JUN 25 '09

3-38 PM

SURFACE TRANSPORTATION BOARD



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

June 23, 2009

# FIRST UNION RAIL

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

Ms. Anne K. Quinlan  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20024  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Ms. Quinlan:

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 January 23, 2009, 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 Surface Transportation Board under Recordation Number 22845.

The names and addresses of the parties to the enclosed document are:

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

Lessee: BNSF Railway Company  
2650 Lou Menk Drive, 1<sup>st</sup> Floor  
Ft. Worth, TX 76131-2830

A description of the railroad equipment covered by the enclosed document is for one hundred forty (140) 4650/4750 cu. ft. capacity covered hopper cars, having FURX and NDYX 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 \$41.00 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) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne  
Senior Rail Documentation Specialist

Enclosures

(BNSF 161)

ASSGN. NO. BNSF161

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this 23rd day of January, 2009, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and BNSF 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. 106 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 23, 2008, 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

Name: RICHARD F. SEYMOUR  
Title: VICE PRESIDENT - ALLIANCE MEETING

By: Susan Gokulsky  
Name: SUSAN GOKULSKY  
Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 27th day of January, 2009

[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 January, 2009

Georgia Freiburger  
Notary Public

My Commission Expires:  
6-2012  
(Notary Public)



LESSEE:

BNSF RAILWAY COMPANY

By: RICHARD A. MARGL

Name: Richard A. Margl

Title: **AVP Carload Equipment**

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

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

Executed on this 23rd day of January, 2009

[CORPORATE SEAL]

STATE OF TEXAS

COUNTY OF TARRANT

I, LORALEE M. SURIN, a Notary Public of the County and State aforesaid, certify that RICHARD A. MARGL 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 23rd day of January, 2009

Loralee M Surin  
Notary Public

Commission Expires:

\_\_\_\_\_  
(Notary Public)



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

NUMBER OF CARS:           One hundred forty (140)

DESCRIPTION OF CARS:    4650/4750 cubic foot capacity covered hopper cars equipped with gravity pneumatic gates and round, trough hatches or combination (trough & round) hatches.

CAR NUMBERS:

FURX 816000	FURX 816051	FURX 816191	FURX 823496
FURX 816002	FURX 816052	FURX 816196	FURX 823499
FURX 816003	FURX 816054	FURX 816199	FURX 823503
FURX 816005	FURX 816055	FURX 816200	FURX 823504
FURX 816007	FURX 816056	FURX 816201	FURX 823507
FURX 816008	FURX 816057	FURX 816202	FURX 823509
FURX 816010	FURX 816058	FURX 816203	FURX 823513
FURX 816011	FURX 816060	FURX 816205	FURX 823515
FURX 816013	FURX 816061	FURX 816208	FURX 823518
FURX 816014	FURX 816062	FURX 816210	FURX 823523
FURX 816015	FURX 816063	FURX 816214	FURX 823524
FURX 816016	FURX 816064	FURX 816216	FURX 823526
FURX 816018	FURX 816065	FURX 816219	FURX 823531
FURX 816020	FURX 816066	FURX 816226	FURX 823536
FURX 816022	FURX 816067	FURX 816233	FURX 823537
FURX 816024	FURX 816068	FURX 816235	FURX 823541
FURX 816025	FURX 816069	FURX 816241	FURX 824480
FURX 816026	FURX 816070	FURX 816243	FURX 824482
FURX 816027	FURX 816071	FURX 816244	FURX 838004
FURX 816028	FURX 816072	FURX 816398	FURX 838012
FURX 816030	FURX 816073	FURX 816452	FURX 838015
FURX 816031	FURX 816074	FURX 816471	FURX 838047
FURX 816032	FURX 816077	FURX 816599	FURX 838048
FURX 816033	FURX 816078	FURX 823461	FURX 838053
FURX 816034	FURX 816080	FURX 823465	FURX 838055
FURX 816035	FURX 816083	FURX 823470	NDYX 838001
FURX 816036	FURX 816084	FURX 823476	NDYX 838016
FURX 816038	FURX 816085	FURX 823478	NDYX 838020
FURX 816039	FURX 816087	FURX 823482	NDYX 838023
FURX 816042	FURX 816147	FURX 823483	NDYX 838028
FURX 816043	FURX 816172	FURX 823484	NDYX 838036
FURX 816044	FURX 816174	FURX 823486	NDYX 838046
FURX 816046	FURX 816180	FURX 823487	NDYX 838063
FURX 816048	FURX 816187	FURX 823490	NDYX 838065
FURX 816050	FURX 816188	FURX 823493	NOKL 815032