

RECORDATION NO. 26915 FILED

APR 10 '07

3-54 PM

SURFACE TRANSPORTATION BOARD



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

April 6, 2007

# FIRST UNION RAIL

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

Tel. 847.318.7575  
Fax. 847.318.7588

Mr. Vernon Williams  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20024  
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 March 26, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. 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:** Kansas City Southern Railway Company  
427 West 12<sup>th</sup> Street  
Kansas City, MO 64121-9335

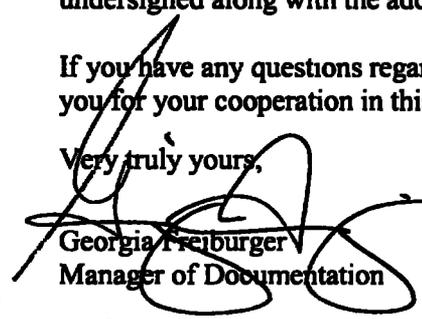
A description of the railroad equipment covered by the enclosed document is ninety-nine (99) 48' Wells, flat-articulated double stack cars, with KCS marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$34.00 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  
(KCS006)

ASSGN. NO.: KCS006

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26<sup>th</sup> day of March, 2007 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of March 26, 2007, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of November 1, 2006, 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: [Signature]  
Name: JOHN J. THOMAS  
Title: PRESIDENT

By: Susan Grokulsky  
Name: SUSAN GROKULSKY  
Title: ASST. DIRECTOR DOCUMENTATION

Executed on this 26<sup>th</sup> day of March, 2007.

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD E. 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 26<sup>th</sup> day of March, 2007.

[Signature]  
Notary Public

My Commission Expires:  
5-2008  
(Notary Public)



**LESSEE:**

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

**ATTEST:**

By: Neil Thomas  
Name: Neil Thomas  
Title: General Director  
Asset Management

By: Paul J. Weyandt  
Name: Paul J. Weyandt  
Title: SVP Finance & Treasurer  
APPROVED: PJB 3/12/07  
Executed on this \_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

[CORPORATE SEAL]

STATE OF Missouri

COUNTY OF Jackson

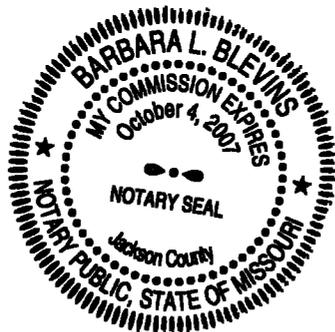
I, Barbara L. Blevins, a Notary Public of the County and State aforesaid, certify that Paul J. Weyandt personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13 day of March, 2007.

Barbara L. Blevins  
Notary Public

My Commission Expires:

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



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

**NUMBER OF CARS:**           Ninety-nine (99)

**DESCRIPTION OF CARS:**   48' Wells, Flat-Articulated double stack cars.

**CAR NUMBERS:**           KCS 009001 – 009100.