

AUG 31 '07

2-58 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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

Tel. 847.318.7575
Fax. 847.318.7588

VIA UPS 2nd DAY AIR

August 29, 2007



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 August 16, 2007, 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 22147-E.

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
Ft. Worth, TX 76131-2830

A description of the railroad equipment covered by the enclosed document is one hundred forty eight (148) 4750 cu. ft. covered hopper cars, having FURX, NOKL, NDYX, and PRAX 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 \$35.00 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.

Very truly yours,

Marcia Dunne
Rail Documentation Specialist

Enclosures

(BNSF143)

AUG 31 '07

2-58 PM

ASSGN. NO.: BNSF143

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 16th day of August 2007, 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. 92 to the Lease (the "Rider"), as described in more particular on Exhibit A attached and incorporated herein for all purposes, effective as of July 18, 2007, 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
VICE PRESIDENT SALES & MARKETING

By: Susan Grokulsky

Name: SUSAN GROKULSKY

Title: ASSC. DIRECTOR OF DOCUMENTATION Executed on this 20th day of August, 2007.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

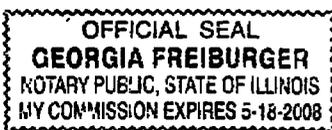
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20th day of August, 2007.

[Signature]
Notary Public

My Commission Expires:

5-2008
(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 16th day of August, 2007

[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 due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 16th day of August, 2007

Loralee M Surin
Notary Public

Commission Expires:

10-27-07
(Notary Public)

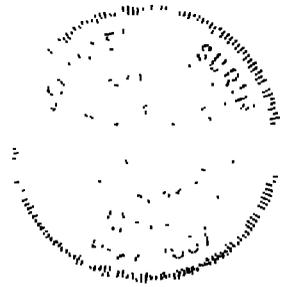


EXHIBIT A TO MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred forty-eight (148)

DESCRIPTION OF CARS: 4750 cubic foot capacity covered hopper cars equipped with gravity gates and trough hatches.

CAR NUMBERS:

FURX 818211	FURX 822114	FURX 830184	NOKL 828411
FURX 818214	FURX 822121	FURX 830185	NOKL 828439
FURX 818225	FURX 822122	FURX 830210	NOKL 830628
FURX 818235	FURX 822232	FURX 830220	NOKL 831025
FURX 818510	FURX 822826	FURX 830236	NOKL 832504
FURX 818520	FURX 822884	FURX 830246	NOKL 832509
FURX 818521	FURX 822902	FURX 830247	NOKL 832537
FURX 818523	FURX 822948	FURX 830261	NOKL 832581
FURX 818537	FURX 823013	FURX 830354	NOKL 832582
FURX 818539	FURX 823082	FURX 830368	NOKL 832583
FURX 818541	FURX 824266	FURX 830805	NOKL 832594
FURX 818553	FURX 826411	FURX 830927	NOKL 832595
FURX 818579	FURX 826754	FURX 830935	NOKL 832627
FURX 818583	FURX 827606	FURX 830977	NOKL 832668
FURX 818597	FURX 828323	FURX 830989	NOKL 832689
FURX 818612	FURX 828708	FURX 830997	NOKL 832691
FURX 818647	FURX 828861	FURX 831051	NOKL 832695
FURX 818652	FURX 828972	FURX 832003	PRAX 818213
FURX 818655	FURX 829452	FURX 832070	PRAX 824120
FURX 818657	FURX 829546	FURX 832536	PRAX 824148
FURX 818660	FURX 829593	NDYX 475013	PRAX 824186
FURX 818662	FURX 829650	NDYX 475204	PRAX 825736
FURX 820855	FURX 829712	NDYX 475270	PRAX 828320
FURX 821099	FURX 829829	NDYX 823957	PRAX 828808
FURX 821100	FURX 830068	NDYX 828867	PRAX 828811
FURX 821488	FURX 830077	NDYX 830624	PRAX 828813
FURX 821511	FURX 830087	NOKL 818807	PRAX 828993
FURX 821582	FURX 830100	NOKL 820512	PRAX 828995
FURX 821586	FURX 830105	NOKL 820544	
FURX 821677	FURX 830126	NOKL 820550	
FURX 822068	FURX 830152	NOKL 820605	
FURX 822071	FURX 830159	NOKL 820630	
FURX 822072	FURX 830161	NOKL 821520	
FURX 822076	FURX 830162	NOKL 823379	
FURX 822083	FURX 830164	NOKL 824324	
FURX 822086	FURX 830167	NOKL 824325	
FURX 822105	FURX 830172	NOKL 824376	
FURX 822107	FURX 830179	NOKL 824384	
FURX 822108	FURX 830182	NOKL 824392	
FURX 822111	FURX 830183	NOKL 824417	