

RECORDATION NO. 22845-K FILED

NOV 21 '07

2-54 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

November 19, 2007

FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

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 November 14, 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 22845.

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, 1st Floor
Ft. Worth, TX 76131-2830

A description of the railroad equipment covered by the enclosed document is thirty two (32) 4400 cu. ft. gondola cars; having FURX 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,

A handwritten signature in black ink, appearing to read "Marcia Dunne".

Marcia Dunne
Rail Documentation Specialist

Enclosures

(BNSF-151)

ASSGN. NO. BNSF151

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 14th day of November, 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 Master Full Service 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. 95 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 1, 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: VICE PRESIDENT SALES & MARKETING

ATTEST:

By: Susan Gokulsky

Name: SUSAN GOKULSKY

Title: ASST. DIRECTOR OF DOCUMENTATION

Executed on this 14th day of November, 2007

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COCK

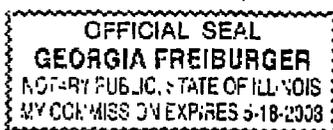
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 14th day of November, 2007

Georgia Freiburger
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 12th day of November, 2007

[CORPORATE SEAL]

STATE OF TEXAS

COUNTY OF TARRANT

I, Tina M. Mailhos, 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 12 day of November, 2007

Tina M. Mailhos
Notary Public



EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty-two (32)

DESCRIPTION OF CARS: 4400 cu. ft. rotary. aluminum coal gondolas. 286 GRL, Car Type J311

CAR NUMBERS:

FURX 960105	FURX 960164
FURX 960108	FURX 960173
FURX 960114	FURX 960176
FURX 960115	FURX 960180
FURX 960121	FURX 960186
FURX 960122	FURX 960190
FURX 960126	FURX 960191
FURX 960135	FURX 960192
FURX 960139	FURX 960193
FURX 960148	FURX 960199
FURX 960153	FURX 960213
FURX 960155	FURX 960215
FURX 960157	FURX 960216
FURX 960158	FURX 960219
FURX 960162	FURX 960223
FURX 960163	FURX 960227