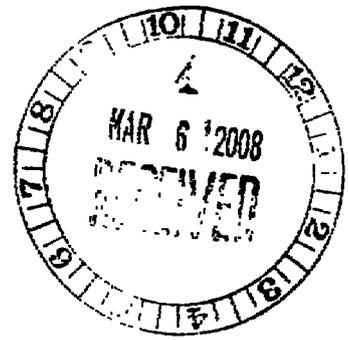


RECORDATION NO 22578-B FILED

MAR 06 '08

1-12 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

March 4, 2008

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

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 February 21, 2008, 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 22578.

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

A description of the railroad equipment covered by the enclosed document is one hundred twenty six (126) 4650 cu. ft. capacity covered hopper cars, having NOKL 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

(BNSF152)

ASSGN. NO. BNSF152

MAR 06 08

1-12 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 21st day of February, 2008, 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. 99 the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February 8, 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 SALES & MARKETING

By: Susan Grokulsky

Name: SUSAN GROKULSKY

Title: ASST. DIRECTOR OF DOCUMENTATION

Executed on this 25th day of February, 2008.

[CORPORATE SEAL]

STATE OF ILLINOIS

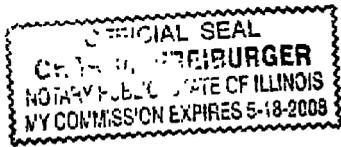
COUNTY OF COOK

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 25th day of February, 2008

Georgia Freiburger
Notary Public

My Commission Expires:
5-2008
(Notary Public)



LESSEE:

BNSF RAILWAY COMPANY

RICHARD A. MARGL

By: _____

Name: Richard A. Margl

Title: **AVP Carload Equipment**

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

[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 21st day of February, 2008.

Loralee M. Surin
Notary Public

Commission Expires:

11-13-2011
(Notary Public)

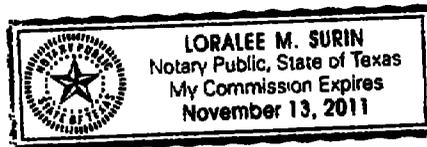


EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred twenty-six (126)

DESCRIPTION OF CARS: 4650 cu. ft. capacity Covered Hopper Cars equipped with trough hatches and gravity pneumatic gates.

CAR NUMBERS:

NOKL 815001	NOKL 815092	NOKL 815297	NOKL 816345
NOKL 815004	NOKL 815095	NOKL 815298	NOKL 816346
NOKL 815005	NOKL 815098	NOKL 815303	NOKL 816347
NOKL 815006	NOKL 815102	NOKL 815304	NOKL 816348
NOKL 815008	NOKL 815106	NOKL 815306	NOKL 816355
NOKL 815010	NOKL 815110	NOKL 815309	NOKL 816356
NOKL 815011	NOKL 815111	NOKL 815311	NOKL 816357
NOKL 815012	NOKL 815117	NOKL 815312	NOKL 816358
NOKL 815016	NOKL 815119	NOKL 815313	NOKL 816359
NOKL 815020	NOKL 815125	NOKL 815319	NOKL 816374
NOKL 815022	NOKL 815127	NOKL 815320	NOKL 816375
NOKL 815024	NOKL 815129	NOKL 815322	NOKL 816376
NOKL 815025	NOKL 815131	NOKL 815323	NOKL 816377
NOKL 815026	NOKL 815132	NOKL 815325	NOKL 816378
NOKL 815028	NOKL 815134	NOKL 815326	NOKL 816379
NOKL 815032	NOKL 815142	NOKL 816133	NOKL 816380
NOKL 815033	NOKL 815152	NOKL 816134	NOKL 816383
NOKL 815034	NOKL 815153	NOKL 816150	NOKL 816384
NOKL 815038	NOKL 815156	NOKL 816151	NOKL 816385
NOKL 815039	NOKL 815164	NOKL 816154	NOKL 816386
NOKL 815043	NOKL 815165	NOKL 816155	NOKL 816387
NOKL 815044	NOKL 815167	NOKL 816156	NOKL 816388
NOKL 815047	NOKL 815168	NOKL 816157	NOKL 816389
NOKL 815049	NOKL 815183	NOKL 816159	NOKL 816390
NOKL 815055	NOKL 815187	NOKL 816160	NOKL 816391
NOKL 815056	NOKL 815188	NOKL 816161	NOKL 816392
NOKL 815059	NOKL 815190	NOKL 816164	NOKL 816482
NOKL 815061	NOKL 815191	NOKL 816165	NOKL 816483
NOKL 815064	NOKL 815193	NOKL 816341	NOKL 816484
NOKL 815067	NOKL 815195	NOKL 816342	NOKL 816485
NOKL 815075	NOKL 815214	NOKL 816343	
NOKL 815088	NOKL 815294	NOKL 816344	