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FIRST UNION RAIL

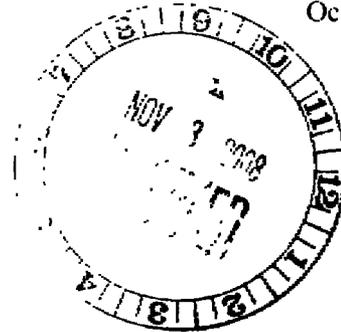
SURFACE TRANSPORTATION BOARD

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

VIA UPS 2nd DAY AIR

October 31, 2008

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 October 28, 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 ninety three (93) 66 ft mill gondola cars, having NDYX and NOKI 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
Sr. Rail Documentation Specialist

Enclosures

(BNSF 154)

ASSGN. NO. BNSF154

NOV 03 '08

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this 28th day of October, 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 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. 100 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 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

Print Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

By: Susan Grolulsky
Name: SUSAN GROKULSKY
Title: ASST. DIRECTOR of DOCUMENTATION

Executed on this 28th day of October, 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 28th day of October 2008

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

BNSF RAILWAY COMPANY

By: Richard A. Margl

Print Name: RICHARD A. MARGL

Title: **AVP Carload Equipment**

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this 24th day of October, 2008

[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 24th day of October, 2008

Loralee M Surin
Notary Public

Commission Expires:

11-13-2011
(Notary Public)

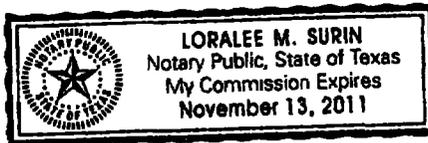


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Ninety-three (93)

DESCRIPTION OF CARS: 66 ft. mill gondola cars, 286 GRL (E735)

CAR NUMBERS:

NDYX 360001	NDYX 360112	NOKL 360038
NDYX 360003	NDYX 360113	NOKL 360041
NDYX 360006	NDYX 360114	NOKL 360042
NDYX 360007	NDYX 360119	NOKL 360043
NDYX 360008	NDYX 360120	NOKL 360054
NDYX 360017	NDYX 360124	NOKL 360058
NDYX 360019	NDYX 360127	NOKL 360065
NDYX 360020	NDYX 360130	NOKL 360074
NDYX 360021	NDYX 360136	NOKL 360085
NDYX 360030	NDYX 360137	NOKL 360091
NDYX 360032	NDYX 360143	NOKL 360093
NDYX 360035	NDYX 360150	NOKL 360094
NDYX 360039	NDYX 360157	NOKL 360095
NDYX 360050	NDYX 360158	NOKL 360098
NDYX 360052	NDYX 360160	NOKL 360102
NDYX 360057	NDYX 360162	NOKL 360111
NDYX 360059	NDYX 360165	NOKL 360125
NDYX 360060	NDYX 360166	NOKL 360138
NDYX 360061	NDYX 360171	NOKL 360149
NDYX 360063	NDYX 360177	NOKL 360151
NDYX 360064	NDYX 360179	NOKL 360154
NDYX 360066	NDYX 360187	NOKL 360159
NDYX 360067	NDYX 360188	NOKL 360161
NDYX 360068	NDYX 360189	NOKL 360163
NDYX 360073	NDYX 360193	NOKL 360172
NDYX 360079	NDYX 360199	NOKL 360174
NDYX 360088	NOKL 360005	NOKL 360175
NDYX 360097	NOKL 360009	NOKL 360181
NDYX 360099	NOKL 360013	NOKL 360184
NDYX 360103	NOKL 360014	NOKL 360191
NDYX 360104	NOKL 360037	NOKL 360195