

DEC 06 10 -11 26 AM

SURFACE TRANSPORTATION BOARD



# FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

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

December 1, 2010

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

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 12, 2010, 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 primary Recordation Number 22845.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 N. River Road, Suite 5000  
Rosemont, IL 60018

Lessee: BNSF Railway Company  
2650 Lou Menk Drive  
1<sup>st</sup> Floor  
Ft. Worth, TX 76131-2830

A description of the railroad equipment covered by the enclosed document is for one hundred thirty five (135) 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 \$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  
Senior Rail Documentation Specialist

Enclosures

(BNSF188)

ASSGN. NO. BNSF188

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 12th day of November, 2010 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 as of April 1, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 129 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 12, 2010, 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: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 17th day of November, 2010.

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SPANIO 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 17th day of November, 2010

[Signature]  
Notary Public

My Commission Expires:  
6-2012  
(Notary Public)



LESSEE:

BNSF RAILWAY COMPANY

By: Richard A. Margl

Name: RICHARD A. MARGL

Title: AVP Carload Equipment

ATTEST:

By: Jeffrey T. Williams

Name: JEFFREY T. WILLIAMS

Title: SENIOR GENERAL COUNSEL AND ASSISTANT SECRETARY Executed on this 12<sup>th</sup> day of NOVEMBER, 2010.

[CORPORATE SEAL]



STATE OF TEXAS  
COUNTY OF TARRANT

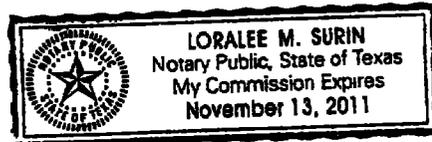
I, Loralee M. Surin, a Notary Public of the County and State aforesaid, certify that RICHARD A. MARGL personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12<sup>th</sup> day of November, 2010.

Loralee M. Surin  
Notary Public

Commission Expires:

Nov. 13 2011  
(Notary Public)



**EXHIBIT A to MEMORANDUM OF LEASE**

NUMBER OF CARS: One hundred thirty-five (135)

DESCRIPTION OF CARS: 4300-4400 cu. ft. rotary, aluminum coal gondolas, 286,000 lbs. GRL.  
(Car Type J311).

**CAR NUMBERS:**

FURX 963652	FURX 963705	FURX 963761	FURX 963809	FURX 963860
FURX 963653	FURX 963706	FURX 963762	FURX 963812	FURX 963861
FURX 963654	FURX 963708	FURX 963765	FURX 963814	FURX 963865
FURX 963655	FURX 963710	FURX 963766	FURX 963815	FURX 963867
FURX 963663	FURX 963717	FURX 963769	FURX 963816	FURX 963868
FURX 963665	FURX 963718	FURX 963771	FURX 963818	FURX 963869
FURX 963667	FURX 963722	FURX 963772	FURX 963819	FURX 963870
FURX 963668	FURX 963725	FURX 963774	FURX 963820	FURX 963871
FURX 963671	FURX 963726	FURX 963775	FURX 963822	FURX 963873
FURX 963676	FURX 963728	FURX 963776	FURX 963823	FURX 963875
FURX 963678	FURX 963729	FURX 963778	FURX 963826	FURX 963877
FURX 963679	FURX 963733	FURX 963779	FURX 963827	FURX 963878
FURX 963681	FURX 963734	FURX 963781	FURX 963828	FURX 963879
FURX 963684	FURX 963735	FURX 963783	FURX 963829	FURX 963883
FURX 963687	FURX 963736	FURX 963784	FURX 963831	FURX 963885
FURX 963688	FURX 963737	FURX 963786	FURX 963832	FURX 963886
FURX 963689	FURX 963739	FURX 963794	FURX 963835	FURX 963888
FURX 963690	FURX 963741	FURX 963797	FURX 963836	FURX 963889
FURX 963692	FURX 963743	FURX 963798	FURX 963837	FURX 963890
FURX 963693	FURX 963745	FURX 963799	FURX 963838	FURX 963891
FURX 963694	FURX 963746	FURX 963800	FURX 963840	FURX 963893
FURX 963695	FURX 963747	FURX 963801	FURX 963843	FURX 963897
FURX 963697	FURX 963748	FURX 963803	FURX 963844	FURX 963898
FURX 963698	FURX 963751	FURX 963804	FURX 963849	Count: 135
FURX 963699	FURX 963757	FURX 963805	FURX 963853	
FURX 963700	FURX 963758	FURX 963806	FURX 963854	
FURX 963701	FURX 963759	FURX 963807	FURX 963855	
FURX 963704	FURX 963760	FURX 963808	FURX 963859	