

OCT 01 '11 -3 30 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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

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VIA UPS 2nd DAY AIR

October 27, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

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 April 23, 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 24251.

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:	Union Pacific Railroad Company 1400 Douglas Street Omaha, NE 68179-0780
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A description of the railroad equipment covered by the enclosed document is for eighty three (83) fully enclosed, tri-level autoracks having UPL 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 Documentation Specialist

Enclosures

(UP164, UP165-165A)

OCT 31 '11 -3 30 PM

ASSGN. NO. UP164, 165-165A

MEMORANDUM OF LEASE

JURTALE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this 23rd day of April, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Union Pacific Railroad Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 30 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 23, 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: Richard F. Seymour

Name: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MKTETING

Title: _____

By: Janice Enolva

Name: Janice Enolva

Title: Manager of Documentation Executed on this 3rd day of May, 2010.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

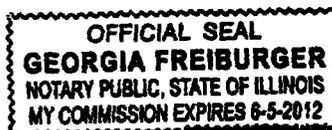
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3rd day of May, 2010.

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

UNION PACIFIC RAILROAD COMPANY

By: William J Schmelder

Name: William J Schmelder

Title: Director, Strategic Sourcing

ATTEST:

By: Michael A. Andrews

Name: Michael A. Andrews

Title: Sr. Mgr - Strategic Sourcing Executed on this 23rd day of April, 2010

[CORPORATE SEAL]

STATE OF Nebraska

COUNTY OF Douglas

I, Candace Billingsley, a Notary Public of the County and State aforesaid, certify that William J. Schmelder 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 23rd day of April, 2010

Candace Billingsley
Notary Public

Commission Expires:



**EXHIBIT A to
MEMORANDUM OF LEASE**

NUMBER OF UNITS Eighty-three (83)

DESCRIPTION OF UNITS: Tri-level Autoracks, fully enclosed

UNIT NUMBERS AND MARKS:

UPL 90973	UPL 91017
UPL 90974	UPL 91018
UPL 90975	UPL 91019
UPL 90976	UPL 91020
UPL 90978	UPL 91021
UPL 90979	UPL 91022
UPL 90980	UPL 91023
UPL 90981	UPL 91024
UPL 90982	UPL 91025
UPL 90983	UPL 91026
UPL 90984	UPL 91027
UPL 90985	UPL 91028
UPL 90986	UPL 91029
UPL 90987	UPL 91030
UPL 90988	UPL 91031
UPL 90989	UPL 91032
UPL 90990	UPL 91033
UPL 90991	UPL 91034
UPL 90992	UPL 91035
UPL 90993	UPL 91036
UPL 90995	UPL 91037
UPL 90996	UPL 91038
UPL 90997	UPL 91039
UPL 90998	UPL 91040
UPL 90999	UPL 91041
UPL 91000	UPL 91042
UPL 91001	UPL 91043
UPL 91002	UPL 91044
UPL 91003	UPL 91045
UPL 91004	UPL 91046
UPL 91005	UPL 91047
UPL 91006	UPL 91048
UPL 91007	UPL 91049
UPL 91008	UPL 91050
UPL 91009	UPL 91051
UPL 91010	UPL 91052
UPL 91011	UPL 91053
UPL 91012	UPL 91054
UPL 91013	UPL 91055
UPL 91014	UPL 91056
UPL 91015	UPL 91057
UPL 91016	Count: 83