

APR 10 '12 -10 36 AM

SURFACE TRANSPORTATION BOARD

## FIRST UNION RAIL

One O'hare Centre  
6250 River Rd, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

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

April 5, 2012

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 April 3, 2012, 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 (100) hopper cars having SMW 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

(BNSF214)

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ASSGN. NO. BNSF214

MEMORANDUM OF LEASE

~~SURFACE~~ ~~STATION~~ ~~WITH~~ ~~ADJUD~~ ~~BOARD~~

3rd THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 3rd day of April, 2012 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. 153 to the Lease (the "Rider"), as described more particularly therein and on Exhibit A attached hereto, effective as of December 18, 2011, 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 Grokulska

Name: SUSAN GROKULSKY

Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 3rd day of April, 2012.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

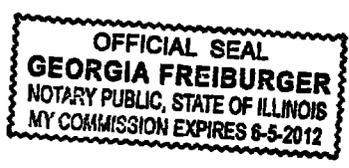
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3rd day of April, 2012

Georgia Freiburger  
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: Assistant Secretary Executed on this 2nd day of April, 2012.

[CORPORATE SEAL]



STATE OF Texas

COUNTY OF Tarrant

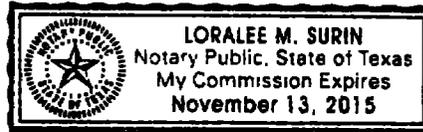
I, Loralee M. Surin, a Notary Public of the County and State aforesaid, certify that RICHARD A. MARGL personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 2nd day of April, 2012.

Loralee M. Surin  
Notary Public

Commission Expires:

Nov 13 2015  
(Notary Public)



**EXHIBIT A to MEMORANDUM OF LEASE**

**NUMBER OF CARS:** One hundred (100)

**DESCRIPTION OF CARS:** Covered Hoppers

**CAR NUMBERS:**

1	SMW	840017	35	SMW	842627	69	SMW	846939
2	SMW	840041	36	SMW	842635	70	SMW	846978
3	SMW	840047	37	SMW	842641	71	SMW	847017
4	SMW	840056	38	SMW	842643	72	SMW	847052
5	SMW	840101	39	SMW	842997	73	SMW	847060
6	SMW	840108	40	SMW	843184	74	SMW	847062
7	SMW	840124	41	SMW	843205	75	SMW	847070
8	SMW	840152	42	SMW	843215	76	SMW	847080
9	SMW	840370	43	SMW	843233	77	SMW	850042
10	SMW	840381	44	SMW	843927	78	SMW	850068
11	SMW	840384	45	SMW	843943	79	SMW	850138
12	SMW	840427	46	SMW	843977	80	SMW	850155
13	SMW	840900	47	SMW	843981	81	SMW	850185
14	SMW	840916	48	SMW	843984	82	SMW	850203
15	SMW	840937	49	SMW	843987	83	SMW	850217
16	SMW	840938	50	SMW	843993	84	SMW	850233
17	SMW	841003	51	SMW	843998	85	SMW	850243
18	SMW	841036	52	SMW	844014	86	SMW	850378
19	SMW	842405	53	SMW	844029	87	SMW	850405
20	SMW	842426	54	SMW	844032	88	SMW	850451
21	SMW	842445	55	SMW	844067	89	SMW	850456
22	SMW	842454	56	SMW	844074	90	SMW	850468
23	SMW	842461	57	SMW	844094	91	SMW	850474
24	SMW	842480	58	SMW	844103	92	SMW	850513
25	SMW	842503	59	SMW	844115	93	SMW	850553
26	SMW	842505	60	SMW	844125	94	SMW	850571
27	SMW	842525	61	SMW	844166	95	SMW	850576
28	SMW	842537	62	SMW	844176	96	SMW	850581
29	SMW	842570	63	SMW	844179	97	SMW	850671
30	SMW	842586	64	SMW	844184	98	SMW	850686
31	SMW	842599	65	SMW	844189	99	SMW	850778
32	SMW	842607	66	SMW	844192	100	SMW	850871
33	SMW	842617	67	SMW	846858			
34	SMW	842619	68	SMW	846914			