

RECORDATION NO. 24251-N FILED

MAY 26 '10 -4 50 PM

SURFACE TRANSPORTATION BOARD

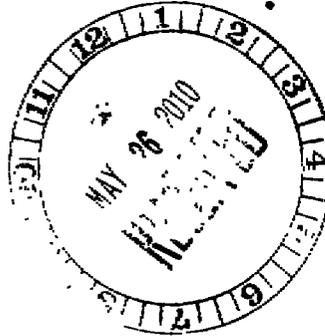
VIA UPS 2nd DAY AIR

May 24, 2010

FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588



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 26, 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

A description of the railroad equipment covered by the enclosed document is for thirty nine (39) 66' gondola railcars having CHTT and 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 \$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,

A handwritten signature in black ink, appearing to read "Marcia Dunne".

Marcia Dunne
Senior Documentation Specialist

Enclosures

(UPI62)

MAY 26 '10 -4 50 PM

ASSGN. NO.: UP162

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26th 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. 29 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 1, 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

By: Richard F. Seymour

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

ATTEST:

By: Janice L. Enolva
Name: Janice L. Enolva
Title: Manager of Documentation

Executed on this 26th day of April, 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/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 26th day of April, 2010.

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

UNION PACIFIC RAILROAD COMPANY

ATTEST:

By: Timothy J. Stauder

Name: Timothy J. Stauder

Title: Director Fleet Management

By: _____

Name: _____

Title: _____

Executed on this 6 day of April, 2010.

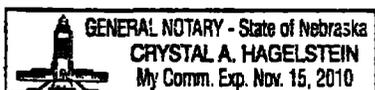
[CORPORATE SEAL]

STATE OF Nebraska

COUNTY OF Douglas

I, Crystal A. Hagelstein, a Notary Public of the County and State aforesaid, certify that Timothy J. Stauder 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 6 day of April, 2010.



Crystal A. Hagelstein
Notary Public

Commission Expires:

Nov. 15, 2010
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF UNITS: Thirty-nine (39)

DESCRIPTION OF UNITS: 66' gondola railcars with 5'6" sides, loading to 286,000 lbs.
1999 built. Equipment description includes constant contact side bearings and adaptor plus.

UNIT NUMBERS AND MARKS: **All CHTT cars will be remarked to NOKL. Car numbers will remain the same.**

CHTT	360200
CHTT	360201
CHTT	360202
CHTT	360203
CHTT	360204
CHTT	360205
CHTT	360206
CHTT	360208
CHTT	360209
CHTT	360210
CHTT	360212
CHTT	360213
CHTT	360214
CHTT	360215
CHTT	360216
CHTT	360217
CHTT	360218
CHTT	360219
CHTT	360220
CHTT	360221
CHTT	360222
CHTT	360223
CHTT	360224
CHTT	360225
CHTT	360226
CHTT	360227
CHTT	360228
CHTT	360229
CHTT	360230
CHTT	360231
CHTT	360232
CHTT	360233
CHTT	360234
CHTT	360236
CHTT	360237
CHTT	360238
CHTT	360239
NOKL	360211
NOKL	360235
Count:	39