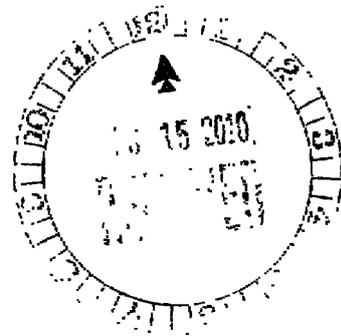


228450Y
SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

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

VIA UPS NEXT DAY AIR

December 14, 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 December 7, 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
1st Floor
Ft. Worth, TX 76131-2830

A description of the railroad equipment covered by the enclosed document is for one hundred thirty four (134) hopper cars having BNBX 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.

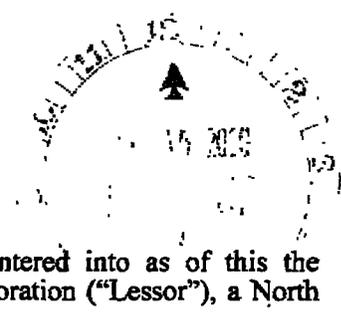
Sincerely,

Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(BNSF181)

ASSGN. NO. BNSF181



MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 7th day of December, 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. 122 to the Lease (the "Rider"), as described more particularly therein and on Exhibit A attached hereto, effective as of September 20, 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 Grokulska

Name: SUSAN GROKULSKY

Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 9th day of December, 2010, RECORDATION NO. 82845-V FILED

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COCK

DEC 15 '10 -4 25 PM
COMMUNICATIONS BOARD

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS 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 9th day of December, 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: ASSISTANT SECRETARY Executed on this 7th day of December, 2010.

[CORPORATE SEAL]



STATE OF TEXAS
COUNTY OF CARRANT

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 7th day of December, 2010.

Loralee M. Surin
Notary Public

Commission Expires:
NOV. 13, 2011
(Notary Public)

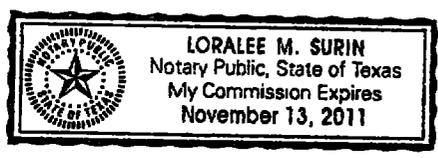


EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred thirty-four (134)

DESCRIPTION OF CARS: Open top hopper cars, as more fully detailed under Section II, Description of Cars in Rider No. 122.

CAR NUMBERS:

BNBX 050001	BNBX 050036	BNBX 050073	BNBX 050110
BNBX 050002	BNBX 050037	BNBX 050074	BNBX 050111
BNBX 050003	BNBX 050038	BNBX 050075	BNBX 050112
BNBX 050004	BNBX 050039	BNBX 050076	BNBX 050113
BNBX 050005	BNBX 050040	BNBX 050077	BNBX 050114
BNBX 050006	BNBX 050041	BNBX 050078	BNBX 050115
BNBX 050007	BNBX 050042	BNBX 050081	BNBX 050116
BNBX 050008	BNBX 050043	BNBX 050082	BNBX 050117
BNBX 050009	BNBX 050044	BNBX 050084	BNBX 050118
BNBX 050011	BNBX 050045	BNBX 050085	BNBX 050119
BNBX 050012	BNBX 050046	BNBX 050086	BNBX 050129
BNBX 050013	BNBX 050047	BNBX 050087	BNBX 050164
BNBX 050014	BNBX 050048	BNBX 050088	BNBX 050171
BNBX 050015	BNBX 050049	BNBX 050089	BNBX 050179
BNBX 050016	BNBX 050050	BNBX 050090	BNBX 050180
BNBX 050017	BNBX 050051	BNBX 050091	BNBX 050181
BNBX 050018	BNBX 050052	BNBX 050092	BNBX 050182
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BNBX 050022	BNBX 050057	BNBX 050096	BNBX 050188
BNBX 050023	BNBX 050058	BNBX 050097	BNBX 050189
BNBX 050024	BNBX 050059	BNBX 050098	BNBX 050190
BNBX 050025	BNBX 050060	BNBX 050099	BNBX 050195
BNBX 050026	BNBX 050062	BNBX 050100	BNBX 050201
BNBX 050027	BNBX 050063	BNBX 050101	BNBX 050206
BNBX 050028	BNBX 050064	BNBX 050102	BNBX 050220
BNBX 050029	BNBX 050065	BNBX 050103	BNBX 050237
BNBX 050030	BNBX 050066	BNBX 050104	BNBX 050243
BNBX 050031	BNBX 050067	BNBX 050105	BNBX 050244
BNBX 050032	BNBX 050068	BNBX 050106	BNBX 050246
BNBX 050033	BNBX 050069	BNBX 050107	BNBX 050249
BNBX 050034	BNBX 050070	BNBX 050108	
BNBX 050035	BNBX 050072	BNBX 050109	