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SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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

VIA UPS 2nd DAY AIR

June 9, 2011

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 May 31, 2011, 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:

<p>Lessor: First Union Rail Corporation One O'Hare Centre 6250 N. River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: BNSF Railway Company 2650 Lou Menk Drive 1st Floor Ft. Worth, TX 76131-2830</p>
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A description of the railroad equipment covered by the enclosed document is for one hundred (100) hopper cars having 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,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(BNSF 198)

ASSGN. NO. BNSF198

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 31st day of May, 2011 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. 139 to the Lease (the "Rider"), as described more particularly therein and on Exhibit A attached hereto, effective as of April 13, 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: K.A. Ambrowski

Name: K.A. Ambrowski

Title: DIRECTOR OF DOCUMENTATION Executed on this 7th day of June, 2011.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, 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 7th day of June, 2011

Susan Grokulska
Notary Public

My Commission Expires:

8-14-2012
(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 Witnessed on this 31st day of May, 2011.

[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 31st day of May, 2011.

Loralee M. Surin
Notary Public

Commission Expires:

Nov. 13, 2011
(Notary Public)

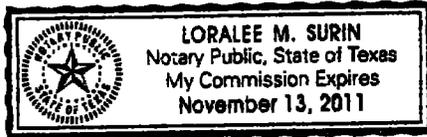


EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred (100)

DESCRIPTION OF CARS: Covered hopper Cars

CAR NUMBERS:

1	NOKL	820782	35	NOKL	823030	69	NOKL	830028
2	NOKL	820793	36	NOKL	823675	70	NOKL	830032
3	NOKL	820799	37	NOKL	823677	71	NOKL	830034
4	NOKL	820889	38	NOKL	823819	72	NOKL	830287
5	NOKL	821441	39	NOKL	823911	73	NOKL	830320
6	NOKL	821457	40	NOKL	824019	74	NOKL	830327
7	NOKL	821458	41	NOKL	824256	75	NOKL	830642
8	NOKL	821465	42	NOKL	824502	76	NOKL	830736
9	NOKL	821480	43	NOKL	824504	77	NOKL	830740
10	NOKL	821497	44	NOKL	824551	78	NOKL	830796
11	NOKL	821509	45	NOKL	826010	79	NOKL	830855
12	NOKL	821510	46	NOKL	826129	80	NOKL	830865
13	NOKL	821515	47	NOKL	826662	81	NOKL	831204
14	NOKL	821516	48	NOKL	826757	82	NOKL	832072
15	NOKL	821905	49	NOKL	826770	83	NOKL	832090
16	NOKL	821958	50	NOKL	826819	84	NOKL	832148
17	NOKL	821970	51	NOKL	827003	85	NOKL	832301
18	NOKL	822042	52	NOKL	827039	86	NOKL	832708
19	NOKL	822067	53	NOKL	827052	87	NOKL	832999
20	NOKL	822124	54	NOKL	827080	88	NOKL	833137
21	NOKL	822131	55	NOKL	827500	89	NOKL	833309
22	NOKL	822164	56	NOKL	827585	90	NOKL	833319
23	NOKL	822166	57	NOKL	827704	91	NOKL	833338
24	NOKL	822187	58	NOKL	827741	92	NOKL	833419
25	NOKL	822372	59	NOKL	827961	93	NOKL	839032
26	NOKL	822377	60	NOKL	827997	94	NOKL	839054
27	NOKL	822431	61	NOKL	828044	95	NOKL	839059
28	NOKL	822472	62	NOKL	828495	96	NOKL	839202
29	NOKL	822755	63	NOKL	828942	97	NOKL	839272
30	NOKL	822846	64	NOKL	829850	98	NOKL	839360
31	NOKL	822870	65	NOKL	829861	99	NOKL	839362
32	NOKL	822876	66	NOKL	829877	100	NOKL	839462
33	NOKL	822905	67	NOKL	830003			
34	NOKL	822911	68	NOKL	830026			