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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

January 3, 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 June 15, 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:

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 eighty nine (89) hopper cars having NOKL, SMW and FURX 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

ASSGN. NO. BNSF196-196A

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MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 15th day of June, 2011 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and BNSF Railway Company ("Lessee"), a Delaware corporation. SURFACE TRANSPORTATION BOARD

**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. 137 to the Lease (the "Rider"), as described more particularly therein and on Exhibit A attached hereto, effective as of March 25 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  
VICE PRESIDENT SALES & MARKETING

By: Susan Grokulska

Name: SUSAN GROKULSKY  
ASSISTANT DIRECTOR  
Title: OF DOCUMENTATION

Title: \_\_\_\_\_  
Executed on this 20<sup>th</sup> day of June 2011.

[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 20<sup>th</sup> day of June, 2011

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 15<sup>th</sup> day of JUNE, 2011.

[CORPORATE SEAL]



STATE OF TEXAS  
COUNTY OF TARRANT

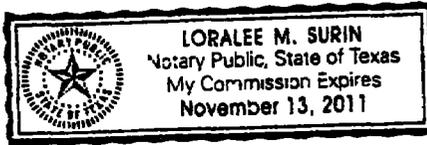
I, Loralee M. Surin, a Notary Public of the County and State aforesaid, certify that RICHARD A. MARGL personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15<sup>th</sup> day of June, 2011.

Loralee M Surin  
Notary Public

Commission Expires:

Nov. 13 2011  
(Notary Public)



**EXHIBIT A to MEMORANDUM OF LEASE**

NUMBER OF CARS: Eighty-nine (89)

DESCRIPTION OF CARS: Covered hopper Cars

**CAR NUMBERS:**

1	FURX	816119	31	SMW	821108	61	SMW	826948
2	NOKL	815495	32	SMW	821496	62	SMW	827594
3	NOKL	816857	33	SMW	821732	63	SMW	827614
4	NOKL	818232	34	SMW	821904	64	SMW	827840
5	NOKL	818477	35	SMW	821991	65	SMW	827861
6	NOKL	821598	36	SMW	822012	66	SMW	828242
7	NOKL	824650	37	SMW	822015	67	SMW	828274
8	NOKL	830000	38	SMW	822197	68	SMW	828368
9	NOKL	830245	39	SMW	822213	69	SMW	828452
10	NOKL	830637	40	SMW	822251	70	SMW	828664
11	SMW	818527	41	SMW	823090	71	SMW	828773
12	SMW	818549	42	SMW	823560	72	SMW	828848
13	SMW	818589	43	SMW	823630	73	SMW	829007
14	SMW	818604	44	SMW	823950	74	SMW	829666
15	SMW	818605	45	SMW	824203	75	SMW	830012
16	SMW	818644	46	SMW	824329	76	SMW	830054
17	SMW	818723	47	SMW	824490	77	SMW	830096
18	SMW	818805	48	SMW	824554	78	SMW	830206
19	SMW	818901	49	SMW	824653	79	SMW	830605
20	SMW	818931	50	SMW	826245	80	SMW	830617
21	SMW	818944	51	SMW	826260	81	SMW	830645
22	SMW	818983	52	SMW	826650	82	SMW	830735
23	SMW	818985	53	SMW	826772	83	SMW	830744
24	SMW	818999	54	SMW	826796	84	SMW	832071
25	SMW	819039	55	SMW	826821	85	SMW	832361
26	SMW	819095	56	SMW	826838	86	SMW	832597
27	SMW	819120	57	SMW	826847	87	SMW	833315
28	SMW	819207	58	SMW	826861	88	SMW	833428
29	SMW	820774	59	SMW	826869	89	SMW	839257
30	SMW	821088	60	SMW	826913			