

RECORDATION NO. 22845-N FILED

JAN 31 2012 -12 48 PM

SURFACE TRANSPORTATION BOARD

RECEIVED  
JAN 31 2012  
MANAGEMENT  
SFB

# 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 27, 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 January 20, 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 thirty-five (135) gondola cars having 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 Dünne  
Senior Rail Documentation Specialist

Enclosures

(BNSF221)

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ASSGN. NO. BNSF221

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 20th day of January, 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. 160 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 20, 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: [Signature]

Name: JOHN J. THOMAS

PRESIDENT

Title:

By: Susan Grokulska

Name: SUSAN GROKULSKY  
ASSISTANT DIRECTOR

Title: OF DOCUMENTATION

Executed on this 23rd day of January, 2012.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, 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 23rd day of January, 2012

[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 20th day of January, 2012.

[CORPORATE SEAL]



STATE OF Texas

COUNTY OF Tarrant

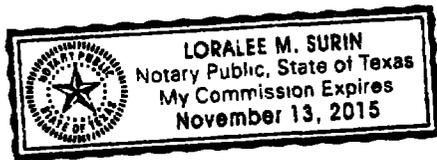
I, Loralee M. Surin, a Notary Public of the County and State aforesaid, certify that RICHARD A. MARGL personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20th day of January, 2012.

Loralee M. Surin  
Notary Public

Commission Expires:

Nov 13, 2015  
(Notary Public)



**EXHIBIT A to MEMORANDUM OF LEASE**

NUMBER OF CARS: One hundred thirty-five (135)

DESCRIPTION OF CARS: Gondola Cars

CAR NUMBERS:

1	FURX	960002	35	FURX	960045	69	FURX	960090	103	FURX	960174
2	FURX	960003	36	FURX	960046	70	FURX	960091	104	FURX	960175
3	FURX	960004	37	FURX	960047	71	FURX	960092	105	FURX	960177
4	FURX	960006	38	FURX	960048	72	FURX	960094	106	FURX	960181
5	FURX	960007	39	FURX	960050	73	FURX	960100	107	FURX	960184
6	FURX	960009	40	FURX	960051	74	FURX	960101	108	FURX	960188
7	FURX	960010	41	FURX	960052	75	FURX	960102	109	FURX	960189
8	FURX	960011	42	FURX	960054	76	FURX	960106	110	FURX	960202
9	FURX	960012	43	FURX	960055	77	FURX	960107	111	FURX	960205
10	FURX	960013	44	FURX	960057	78	FURX	960109	112	FURX	960208
11	FURX	960014	45	FURX	960058	79	FURX	960110	113	FURX	960221
12	FURX	960015	46	FURX	960059	80	FURX	960111	114	FURX	960224
13	FURX	960016	47	FURX	960061	81	FURX	960113	115	FURX	960225
14	FURX	960018	48	FURX	960062	82	FURX	960117	116	FURX	960226
15	FURX	960019	49	FURX	960063	83	FURX	960118	117	FURX	960229
16	FURX	960020	50	FURX	960064	84	FURX	960123	118	FURX	960231
17	FURX	960021	51	FURX	960066	85	FURX	960125	119	FURX	960232
18	FURX	960022	52	FURX	960067	86	FURX	960128	120	FURX	960233
19	FURX	960023	53	FURX	960068	87	FURX	960129	121	FURX	960235
20	FURX	960024	54	FURX	960070	88	FURX	960130	122	FURX	960236
21	FURX	960025	55	FURX	960072	89	FURX	960131	123	FURX	960237
22	FURX	960026	56	FURX	960073	90	FURX	960136	124	FURX	960239
23	FURX	960029	57	FURX	960074	91	FURX	960140	125	FURX	960240
24	FURX	960030	58	FURX	960075	92	FURX	960141	126	FURX	960242
25	FURX	960034	59	FURX	960076	93	FURX	960145	127	FURX	960261
26	FURX	960035	60	FURX	960079	94	FURX	960147	128	FURX	960265
27	FURX	960036	61	FURX	960080	95	FURX	960149	129	FURX	960267
28	FURX	960037	62	FURX	960081	96	FURX	960152	130	FURX	960269
29	FURX	960038	63	FURX	960082	97	FURX	960159	131	FURX	960270
30	FURX	960040	64	FURX	960083	98	FURX	960161	132	FURX	960273
31	FURX	960041	65	FURX	960084	99	FURX	960166	133	FURX	960275
32	FURX	960042	66	FURX	960085	100	FURX	960167	134	FURX	960281
33	FURX	960043	67	FURX	960086	101	FURX	960169	135	FURX	960286
34	FURX	960044	68	FURX	960088	102	FURX	960171			