

FEB 20 12 10:35 AM

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 2nd DAY AIR

February 20, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, DC 20423-0001
Attn: 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 February 9, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement duly filed with the Surface Transportation Board under Recordation Number 26915.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: The Kansas City Southern Railway Company
427 W. 12th Street
Kansas City, MO 64105

A description of the railroad equipment covered by the enclosed document is for one hundred fifty (150) gondola cars: having KCS 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

(KCS008)

FEB 22 '12 -3 52 PM

ASSGN. NO.: KCS008

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

February THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 9th day of February 2012 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of March 26, 2007, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 5 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of February 9, 2012, 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: Susan Grokowsky
Name: SUSAN GROKOWSKY
Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 9th day of February, 2012.

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

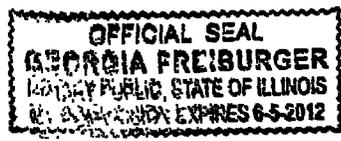
I, GEORGIA FREIBURGER a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9th day of February, 2012

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

ATTEST:

By: Julie D. Powell
Name: Julie D Powell
Title: Assistant Secretary

By: [Signature]
Name: DAVID L STARLING
Title: PRESIDENT + CEO

Executed on this 27 day of January, 2012.

[CORPORATE SEAL]

STATE OF Missouri

COUNTY OF Jackson

I, Barbara L. Blevins, a Notary Public of the County and State aforesaid, certify that David L. Starling 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 27 day of January, 2012.

Barbara L. Blevins
Notary Public

My Commission Expires:

10-4-2015
(Notary Public)

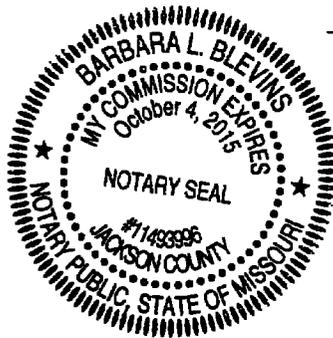


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred fifty (150)

DESCRIPTION OF CARS: National Steel Car built new, covered coil steel gondola cars equipped with insulated covers and 4 coil stops, 286 GWR

CAR NUMBERS: KCS 720000-KCS 720149, inclusive.