

DEC 07 '12 -3 07 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS NEXT DAY AIR

December 6, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001

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 November 26, 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 st Floor Ft. Worth, TX 76131-2830
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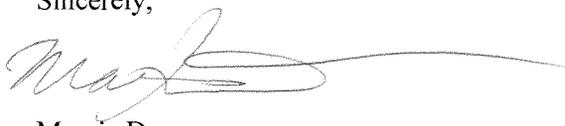
A description of the railroad equipment covered by the enclosed document is for one hundred thirty-five (135) hopper cars having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$42.00 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 Documentation Specialist

Enclosures
(BNSF217)

DEC 07 '12 -3 07 PM

ASSGN. NO. BNSF217

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26th day of November, 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. 156 to the Lease (the "Rider"), as described more particularly therein and on Exhibit A attached hereto, effective as of September 18, 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

By: [Signature]
Name: JOHN J. THOMAS
PRESIDENT
Title: _____

ATTEST:

By: [Signature]
Name: SUSAN GROKULSKY
ASSISTANT DIRECTOR
Title: OF DOCUMENTATION

Executed on this 27th day of November, 2012.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Cook

I, Janice L. Enolva, 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 27th day of November, 2012

[Signature]
Notary Public

My Commission Expires:
8-2-2014

(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 this 26th day of NOVEMBER, 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 26th day of November, 2012.

Loralee M. Surin
Notary Public

Commission Expires:
Nov. 13, 2015
(Notary Public)

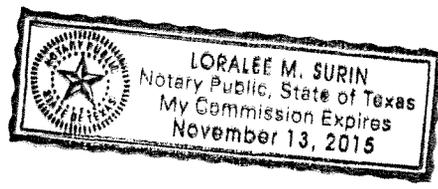


EXHIBIT A to MEMORANDUM OF LEASE

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

DESCRIPTION OF CARS: Rapid discharge open top hopper cars, as more fully detailed under Section II, Description of Cars in Rider No. 156.

CAR NUMBERS:

1	FURX	930735	35	FURX	930786	69	FURX	930843	103	FURX	930897
2	FURX	930737	36	FURX	930787	70	FURX	930844	104	FURX	930898
3	FURX	930738	37	FURX	930791	71	FURX	930845	105	FURX	930900
4	FURX	930740	38	FURX	930793	72	FURX	930849	106	FURX	930901
5	FURX	930742	39	FURX	930794	73	FURX	930851	107	FURX	930903
6	FURX	930743	40	FURX	930796	74	FURX	930852	108	FURX	930905
7	FURX	930746	41	FURX	930797	75	FURX	930853	109	FURX	930906
8	FURX	930748	42	FURX	930800	76	FURX	930854	110	FURX	930907
9	FURX	930749	43	FURX	930801	77	FURX	930855	111	FURX	930908
10	FURX	930750	44	FURX	930804	78	FURX	930858	112	FURX	930909
11	FURX	930751	45	FURX	930805	79	FURX	930859	113	FURX	930910
12	FURX	930752	46	FURX	930806	80	FURX	930860	114	FURX	930912
13	FURX	930753	47	FURX	930807	81	FURX	930861	115	FURX	930913
14	FURX	930754	48	FURX	930809	82	FURX	930864	116	FURX	930915
15	FURX	930755	49	FURX	930810	83	FURX	930866	117	FURX	930917
16	FURX	930756	50	FURX	930811	84	FURX	930868	118	FURX	930918
17	FURX	930757	51	FURX	930814	85	FURX	930870	119	FURX	930919
18	FURX	930763	52	FURX	930815	86	FURX	930871	120	FURX	930920
19	FURX	930764	53	FURX	930816	87	FURX	930873	121	FURX	930921
20	FURX	930765	54	FURX	930818	88	FURX	930874	122	FURX	930922
21	FURX	930769	55	FURX	930820	89	FURX	930875	123	FURX	930923
22	FURX	930770	56	FURX	930824	90	FURX	930877	124	FURX	930924
23	FURX	930772	57	FURX	930826	91	FURX	930878	125	FURX	930925
24	FURX	930773	58	FURX	930828	92	FURX	930882	126	FURX	930930
25	FURX	930774	59	FURX	930830	93	FURX	930883	127	FURX	930932
26	FURX	930776	60	FURX	930831	94	FURX	930884	128	FURX	930937
27	FURX	930777	61	FURX	930833	95	FURX	930886	129	FURX	930940
28	FURX	930778	62	FURX	930834	96	FURX	930887	130	FURX	930941
29	FURX	930780	63	FURX	930835	97	FURX	930889	131	FURX	930942
30	FURX	930781	64	FURX	930836	98	FURX	930890	132	FURX	930949
31	FURX	930782	65	FURX	930838	99	FURX	930893	133	FURX	930950
32	FURX	930783	66	FURX	930839	100	FURX	930894	134	FURX	930951
33	FURX	930784	67	FURX	930840	101	FURX	930895	135	FURX	930955
34	FURX	930785	68	FURX	930841	102	FURX	930896			