



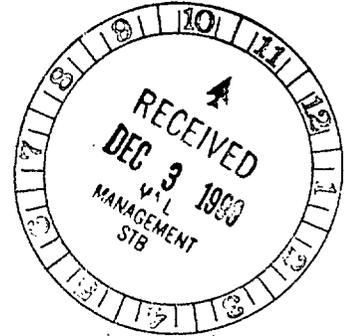
First Union Rail Corporation  
 One O'Hare Center  
 6250 River Road, Suite 5000  
 Rosemont, IL 60018-4214  
 Tel 847 318-7575  
 Fax 847 318-7588  
<http://www.firstunion.com/rail>

VIA UPS NEXT DAY AIR

RECORDATION NO. 22578 FILED

December 2, 1999

DEC 7 '99 5-05 AM



Mr. Vernon E. Williams  
 Surface Transportation Board  
 1925 K Street, N.W., Room 704  
 Washington, DC 20423-0001  
 Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated July 1, 1995, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

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

Lessee: Burlington Northern Santa Fe Railway  
 2650 Lou Menk Drive  
 Fort Worth, TX 76131-2830

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 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.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase  
 Manager of Documentation

Enclosures

(BNSF040)

DEC 7 '99

5-05 PM

ASSIGN: BNSF040

## MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1<sup>st</sup> day of July, 1995, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and The Burlington Northern and Santa Fe Railway Company, ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of February 3, 1999 whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached, hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

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: Richard F. SeymourName: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

Title: \_\_\_\_\_

ATTEST:

By: K.A. DombrowskiName: K.A. DOMBROWSKITitle: MANAGER - DOCUMENTATIONExecuted on this 3rd day of February 1999.

[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 3rd day of February, 1999.

Susan Grokulsky  
Notary Public

My Commission Expires:

8/14/2000  
(Notary Public)





LESSEE:

THE BURLINGTON NORTHERN AND  
SANTA FE RAILWAY COMPANY

By: Jim TITSWORTH

Name: Jim Titsworth

Title: DIR. FR. EQUIPMENT.

ATTEST:

By: Margaret R. Aclin

Name: Margaret R. Aclin

Title: Assistant Secretary

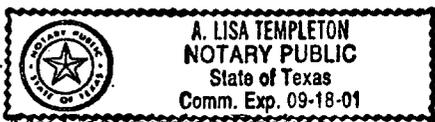
[CORPORATE SEAL]

STATE OF TEXAS

COUNTY OF TARRANT

I, A. USA TEMPLETON, a Notary Public in and for said state and county, certify that JIM TITSWORTH 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 14th day of January, 1999.



My Commission Expires:

9-18-01  
(Notary Public)

A. Lisa Templeton  
Notary Public

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 3rd day of February, 1999.

Susan Grokulsky  
Notary Public

My Commission Expires:

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WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of February 3, 1999 whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached, hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

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: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Vice President Sales & Marketing

Title: \_\_\_\_\_

ATTEST:

By: K.A. Dombrowski

Name: K.A. DOMBROWSKI

Title: MANAGER - DOCUMENTATION Executed on this 3rd day of February 1999.

[CORPORATE SEAL]

**EXHIBIT A  
TO  
MEMORANDUM OF LEASE**

DESCRIPTION OF CARS: One hundred twenty eight (128) 4650 cubic foot Covered  
Hopper Cars

CAR NUMBERS: See Below:

NOKL 815001	NOKL 815106	NOKL 815319	NOKL 816378
NOKL 815004	NOKL 815110	NOKL 815320	NOKL 816379
NOKL 815005	NOKL 815111	NOKL 815322	NOKL 816380
NOKL 815006	NOKL 815117	NOKL 815323	NOKL 816383
NOKL 815008	NOKL 815119	NOKL 815325	NOKL 816384
NOKL 815010	NOKL 815125	NOKL 815326	NOKL 816385
NOKL 815011	NOKL 815127	NOKL 816133	NOKL 816386
NOKL 815012	NOKL 815129	NOKL 816134	NOKL 816387
NOKL 815016	NOKL 815131	NOKL 816150	NOKL 816388
NOKL 815020	NOKL 815132	NOKL 816151	NOKL 816389
NOKL 815022	NOKL 815134	NOKL 816154	NOKL 816390
NOKL 815024	NOKL 815142	NOKL 816155	NOKL 816391
NOKL 815025	NOKL 815152	NOKL 816156	NOKL 816392
NOKL 815026	NOKL 815153	NOKL 816157	NOKL 816482
NOKL 815028	NOKL 815156	NOKL 816159	NOKL 816483
NOKL 815032	NOKL 815164	NOKL 816160	NOKL 816484
NOKL 815033	NOKL 815165	NOKL 816161	NOKL 816485
NOKL 815034	NOKL 815167	NOKL 816164	Count: 128
NOKL 815038	NOKL 815168	NOKL 816165	
NOKL 815039	NOKL 815183	NOKL 816339	
NOKL 815043	NOKL 815187	NOKL 816341	
NOKL 815044	NOKL 815188	NOKL 816342	
NOKL 815047	NOKL 815190	NOKL 816343	
NOKL 815049	NOKL 815191	NOKL 816344	
NOKL 815055	NOKL 815193	NOKL 816345	
NOKL 815056	NOKL 815195	NOKL 816346	
NOKL 815059	NOKL 815214	NOKL 816347	
NOKL 815061	NOKL 815294	NOKL 816348	
NOKL 815064	NOKL 815297	NOKL 816355	
NOKL 815067	NOKL 815298	NOKL 816356	
NOKL 815075	NOKL 815303	NOKL 816357	
NOKL 815088	NOKL 815304	NOKL 816358	
NOKL 815092	NOKL 815306	NOKL 816359	
NOKL 815095	NOKL 815309	NOKL 816374	
NOKL 815098	NOKL 815311	NOKL 816375	
NOKL 815099	NOKL 815312	NOKL 816376	
NOKL 815102	NOKL 815313	NOKL 816377	



LESSEE:

THE BURLINGTON NORTHERN AND  
SANTA FE RAILWAY COMPANY

By: *Jim Tisworth*

Name: JIM TISWORTH

Title: DIR. FRT. EQUIPMENT

ATTEST:

By: *Margaret R. Aclin*

Name: Margaret R. Aclin

Title: Assistant Secretary

[CORPORATE SEAL]

STATE OF TEXAS

COUNTY OF TARRANT

I, A. LISA TEMPLETON, a Notary Public in and for said state and county, certify that JIM TISWORTH personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

1999. WITNESS my hand and official stamp or seal, this 14th day of January.



*A. Lisa Templeton*  
Notary Public

My Commission Expires:

9-18-01  
(Notary Public)

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