

RECORDATION NO. 27117 FILED

AUG 15 '07 -11 03 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

August 15, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Equipment Lease Agreement, dated as of July 19, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: Mitsui Rail Capital, LLC
71 South Wacker Drive, Suite 1800
Chicago, IL 60606

Lessee: BNSF Railway Company
2650 Lou Menk Drive
Fort Worth, TX 76131

Mr. Vernon A. Williams
August 15, 2007
Page 2

A description of the railroad equipment covered by the enclosed document is:

120 AutoFlood III railcars within the series MBKX 4005 – MBKX 4238 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Equipment Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF EQUIPMENT LEASE AGREEMENT
BETWEEN
MITSUI RAIL CAPITAL, LLC
("LESSOR")**

AND

**BNSF RAILWAY COMPANY
("LESSEE")**

JULY 19, 2007

SCHEDULE
OF
EQUIPMENT MARKS AND NUMBERS

MBKX	4005	MBKX	4127	MBKX	4169	MBKX	4202
MBKX	4017	MBKX	4128	MBKX	4170	MBKX	4203
MBKX	4018	MBKX	4130	MBKX	4171	MBKX	4204
MBKX	4042	MBKX	4133	MBKX	4172	MBKX	4206
MBKX	4059	MBKX	4134	MBKX	4173	MBKX	4207
MBKX	4062	MBKX	4135	MBKX	4174	MBKX	4208
MBKX	4075	MBKX	4136	MBKX	4175	MBKX	4210
MBKX	4078	MBKX	4137	MBKX	4176	MBKX	4211
MBKX	4079	MBKX	4138	MBKX	4177	MBKX	4213
MBKX	4081	MBKX	4139	MBKX	4178	MBKX	4214
MBKX	4086	MBKX	4140	MBKX	4179	MBKX	4215
MBKX	4089	MBKX	4141	MBKX	4182	MBKX	4216
MBKX	4096	MBKX	4143	MBKX	4183	MBKX	4217
MBKX	4099	MBKX	4147	MBKX	4184	MBKX	4218
MBKX	4102	MBKX	4148	MBKX	4186	MBKX	4219
MBKX	4104	MBKX	4149	MBKX	4187	MBKX	4220
MBKX	4105	MBKX	4150	MBKX	4188	MBKX	4221
MBKX	4106	MBKX	4151	MBKX	4189	MBKX	4222
MBKX	4107	MBKX	4153	MBKX	4190	MBKX	4223
MBKX	4109	MBKX	4157	MBKX	4191	MBKX	4224
MBKX	4110	MBKX	4158	MBKX	4192	MBKX	4226
MBKX	4111	MBKX	4159	MBKX	4193	MBKX	4227
MBKX	4112	MBKX	4160	MBKX	4194	MBKX	4228
MBKX	4113	MBKX	4161	MBKX	4195	MBKX	4230
MBKX	4114	MBKX	4162	MBKX	4196	MBKX	4231
MBKX	4115	MBKX	4163	MBKX	4197	MBKX	4232
MBKX	4123	MBKX	4164	MBKX	4198	MBKX	4233
MBKX	4124	MBKX	4166	MBKX	4199	MBKX	4234
MBKX	4125	MBKX	4167	MBKX	4200	MBKX	4236
MBKX	4126	MBKX	4168	MBKX	4201	MBKX	4238

STATE OF ILLINOIS

COUNTY OF COOK

On this 8th day of AUGUST, 2007, before me personally appeared YASUSHI IMAI, to me personally known, who being by me duly sworn, says that he is the PRESIDENT of mitsui rail capital, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Dana Koenig
NOTARY PUBLIC

My commission expires:



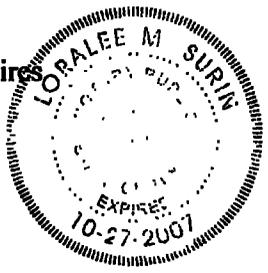
STATE OF TEXAS

COUNTY OF TARRANT

On this 19th day of July, 2007, before me personally appeared RICHARD A. MARGI to me personally known, who being by me duly sworn, says that he is the AVP Carload Equipment of AMTRAK RAILWAY COMPANY that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Loralee M. Surin
NOTARY PUBLIC

My commission expires:



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8/15/07



Robert W. Alvord