

REGISTRATION NO. 27164-F FILED

FEB 04 '09 -8 00 AM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

February 4, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Full Service Railcar Lease, dated as of September 9, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Mortgage previously filed with the Board under Recordation Numbers 27164.

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

- Lessor: Babcock & Brown Rail Funding LLC  
885 Second Avenue, 49th Floor  
New York, NY 10017
- Lessee: Hansen-Mueller Company  
12231 Emmet Street  
Omaha, Nebraska 68164

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

60 railcars within the series BNBX 121898 - BNBX 122060 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 Full Service Railcar 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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



✓ Robert W. Alvord

RWA/sem  
Enclosures

FEB 04 '09 -8 00 AM

MEMORANDUM OF FULL SERVICE RAILCAR LEASE SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 9<sup>th</sup> day of September, 2008, to that certain Master Full Service Railcar Lease dated as of Sept. 9<sup>th</sup>, 2008 between BABCOCK & BROWN RAIL FUNDING LLC, a Delaware limited liability company and HANSEN-MUELLER COMPANY, a Nebraska company (the "Lessee"), is made by the Lessor and Lessee and (the Lessor and together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Lessor and the Lessee entered into that certain Master Full Service Railcar Lease dated as of 09/09/08, 2008 and the Parties entered into that certain Schedule No. 01 thereto dated as of the same date (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date set forth below.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Full Service Railcar Lease to be executed by a duly authorized officer or other representative as of the date set forth below.

BABCOCK & BROWN RAIL FUNDING LLC, as Lessor

By:   
Name: \_\_\_\_\_  
Title: Lamy Littlefield  
Date: 9/29/08 Vice President

HANSEN-MUELLER COMPANY, as Lessee

By:   
Name: Nathan Broders  
Title: 9/9/2008  
Date: Director of Distillers

STATE OF New York )  
COUNTY OF New York ) SS:

On 9/29, 2008, before me, Indra Bedasie, Notary Public, personally appeared Jerry Littlefield, personally known to me to be the person(~~s~~) whose name(~~s~~) is/are subscribed to the within instrument and acknowledged to me that he/~~she~~/~~they~~ executed the same in his/~~her~~/~~their~~ authorized capacity(ies), and that by his/~~her~~/~~their~~ signature(~~s~~) on the instrument the person(~~s~~), or the entity upon behalf of which the person(~~s~~) acted, executed the instrument.

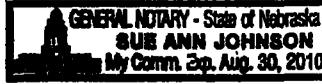
WITNESS my hand and official seal.



INDRA BEDASIE  
Notary Public, State of New York  
No. 01BE6014602  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires October 19, 2010

STATE OF NEBRASKA )  
COUNTY OF DeWitt )

SS:



On 9-9, 2008, before me, Sue Ann Johnson, Notary Public, personally appeared DATE BIDDERS; personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Sue Ann Johnson

**EXHIBIT A  
TO MEMORANDUM OF RAILCAR FULL SERVICE AGREEMENT**

**Quantity of Cars and Car Description**

Sixty (60) 6351 CF covered hoppers, 286,000 lbs. GRL capacity, AAR Type Code C114 built by Trinity Industries, Inc. in 2007.

**Reporting Mark and Numbers**

BNBX	121898	BNBX	121983
BNBX	121910	BNBX	121984
BNBX	121922	BNBX	121985
BNBX	121927	BNBX	121987
BNBX	121943	BNBX	121988
BNBX	121944	BNBX	121990
BNBX	121945	BNBX	121992
BNBX	121948	BNBX	121995
BNBX	121949	BNBX	121996
BNBX	121951	BNBX	122000
BNBX	121952	BNBX	122002
BNBX	121953	BNBX	122006
BNBX	121954	BNBX	122007
BNBX	121955	BNBX	122010
BNBX	121958	BNBX	122013
BNBX	121960	BNBX	122015
BNBX	121965	BNBX	122018
BNBX	121966	BNBX	122023
BNBX	121967	BNBX	122026
BNBX	121968	BNBX	122027
BNBX	121969	BNBX	122030
BNBX	121971	BNBX	122033
BNBX	121972	BNBX	122034
BNBX	121973	BNBX	122035
BNBX	121974	BNBX	122038
BNBX	121977	BNBX	122042
BNBX	121978	BNBX	122049
BNBX	121980	BNBX	122054
BNBX	121981	BNBX	122056
BNBX	121982	BNBX	122060

**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: \_\_\_\_\_

2/14/09



\_\_\_\_\_  
Robert W. Alvord