

RECORDATION NO. 27867 FILED

APR 07 '09 -1 00 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

April 7, 2009

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

Re: RBSAF 98-063

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 Lease, dated as of March 16, 2009, 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: RBS Asset Finance, Inc.  
71 S. Wacker Drive, 28<sup>th</sup> Floor  
Chicago, IL 60606

Lessee: BNSF Railway Company  
2500 Lou Menk Drive  
Fort Worth, TX 76131

Anne K. Quinlan, Esquire  
April 7, 2009  
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A description of the railroad equipment covered by the enclosed document is:

15 pieces of maintenance of way equipment manufactured by Superior, Nordco Inc., NMC, Inc., Jackson, Plasser American Corporation and Kershaw Manufacturing Co. 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 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

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

(RBSAF - No. 98)

This Memorandum of Lease is entered into as of March 16, 2009, by and between RBS Asset Finance, Inc., a New York corporation having its principal place of business at 71 S. Wacker Drive, 28<sup>th</sup> Floor, Chicago, IL 60606 ("Lessor") and BNSF Railway Company, a Delaware corporation having its principal place of business at 2650 Lou Menk Drive, Fort Worth, TX 76131 ("Lessee").

Lessor and Lessee have entered into Lease Agreement No. 98 effective as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"). Pursuant to the Master Lease, Lessor and Lessee may enter into one or more Equipment Schedules from time to time that are identified as being pursuant to the Master Lease and incorporate by reference the terms and conditions of the Master Lease (each, as amended, supplemented or otherwise modified from time to time, an "Equipment Schedule").

Lessor and Lessee have entered into the Equipment Schedule described on the attached Exhibit A, which is incorporated herein by this reference, pursuant to which Lessor will lease the property described on Exhibit A (the "Equipment") to Lessee for the initial term described on Exhibit A.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

RBS ASSET FINANCE, INC.,  
Lessor

By Keri Alberts

Name Keri Alberts

Title AVP

BNSF RAILWAY COMPANY,  
Lessee

By Tom Bailey

Name TOM BAILEY

Title DIRECTOR FINANCE

State of IL )  
County of Cook ) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Keri Alberts, its AVP, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 11<sup>th</sup> day of March, 2009.

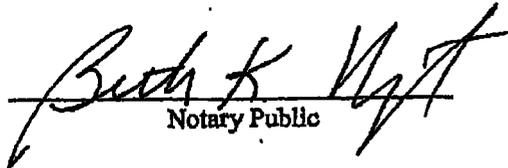
Sarah Sanchez  
Notary Public

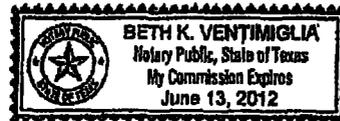


State of Texas )  
 ) ss:  
County of Tarrant )

BEFORE ME, a Notary Public in and for said County and State, personally appeared BNSF Railway Company, a Delaware corporation (the "Corporation"), by Todd J. Bailey, its Director - Finance, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Fort Worth, Texas, this 13<sup>th</sup> day of March, 2009.

  
Notary Public



**EXHIBIT A**  
to  
**MEMORANDUM OF LEASE**

1. **Equipment Schedule:** Equipment Schedule No. 063.

2. **Initial Term:** The Initial Term of Equipment Schedule No. 063 is 84 months commencing as of May 1, 2009.

3. **Equipment:** The Equipment covered by Equipment Schedule No. 063 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
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**Equipment Location:** 324 Washington Street NE, Brainerd, MN 56401 (Crow Wing County)

1	Superior	PCP22A1	Plate Push Cart		J0400661
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**Equipment Location:** 5324 East Trent, Spokane, WA 99212 (Spokane County)

1	Nordco	TRIPP	Tie Inserter-Remover	760345	X6300224
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1	NMC	325DL	Hydraulic Excavator	A3R01130	X9400022
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**Equipment Location:** 5601 West 26<sup>th</sup> Street, Cicero, IL 60804 (Cook County)

1	Jackson	6700-SJ	Production Tamper	153604	X5400469
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1	Jackson	3300-S	Switch/Chase Tamper	153608	X5600260
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**Equipment Location:** 210 West Santa Fe Avenue, Grants, NM 87020 (Cibola County)

1	Plasser	08-16-NT	Tamper Nipper	3367	X5300081
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**Equipment Location:** 224 West Mulvane Street, Mulvane, KS 67110 (Sedgwick County)

1	Plasser	08-16-NT	Tamper Nipper	3368	X5300082
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**Equipment Location:** 11002 Sapp Bros. Drive, Omaha, NE 68138 (Douglas County)

1	Superior	SHC6301	Hopper Cart	SHC6018-1-09	X8700073
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Equipment Location: 10 South Houston, Amarillo, TX 79101 (Potter County)

1	Plasser	08-16-NT	Tamper Nipper	3369	X5300083
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Equipment Location: 50 A Street NE, Ardmore, OK 73401 (Carter County)

1	Nordco	CX	Spiker with Nipper	410889	X4400446
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Equipment Location: 120 E Kansas Street, Alliance, NE 69301 (Box Butte County)

1	Nordco	NVCAR	Vossloh Clip Applicator/Remover	140302	X0100597
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Equipment Location: 601 East Highway 60, Vaughn, NM 88353 (Guadalupe County)

3	Kershaw	12-12	Tie Crane	12-1270-09	X6000311
				12-1271-09	X6000312
				12-1272-09	X6000313

Equipment Location: 3585 Knight Arnold Road, Memphis, TN 38118 (Shelby County)

1	Kershaw	12-12	Tie Crane	12-1273-09	X6000314
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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: 4/7/09



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Robert W. Alvord