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OF COUNSEL
URBAN A. LESTER

July 13, 2009

RECORDATION NO. 28006 FILED

JUL 13 '09 -9 0 0 AM

SURFACE TRANSPORTATION BOARD

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

Re: RBSAF No. 98-069

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 (RBSAF No. 98-069), 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 th Floor Chicago, IL 60606
Lessee:	BNSF Railway Company 2500 Lou Menk Drive Fort Worth, TX 76131

Anne K. Quinlan, Esquire
July 13, 2009
Page 2

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

10 pieces of maintenance of way equipment as follows: 4 Superior SHC6301 Hopper Carts SHC6018-7-09, SHC6018-8-09, SHC6018-10-09, SHC6018-9-09, Kershaw 46-60 Ballast Regulator (Snow) 46-707-09, Nordco NSPDC Spike Puller/De-Clipper 470001, 2 L&H LHR1230-001 Auto Pre-gagers S60755-1-1-09 and S60755-1-2-09, Kershaw 12-12-BC Bridge Tie Crane 12-1280-09 and Jackson 3300-S Switch Tamper 153619.

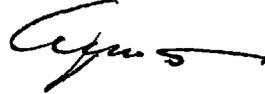
A short summary of the document to appear in the index is

Memorandum of Lease (RBSAF No. 98-069).

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

RECORDATION NO. 28006 FILED

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

(RBSAF - No. 98)

This Memorandum of Lease is entered into as of March 12, 2009, by and between RBS Asset Finance, Inc., a New York corporation having its principal place of business at 71 S. Wacker Drive, 28th 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 Todd Foley
Name TODD 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 11th 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 13th day of March, 2009.

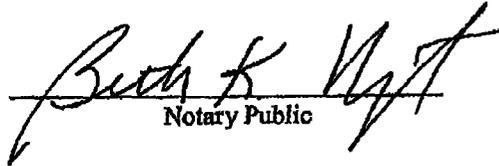

Notary Public



EXHIBIT A
to
MEMORANDUM OF LEASE

1. Equipment Schedule: Equipment Schedule No. 069.

2. Initial Term: The Initial Term of Equipment Schedule No. 069 is 84 months commencing as of August 1, 2009.

3. Equipment: The Equipment covered by Equipment Schedule No. 069 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: 11002 Sapp Bros. Drive, Omaha, NE 68138 (Douglas County)

4	Superior Sales	SHC6301	Hopper Cart	SHC6018-7-09	X8700079
				SHC6018-8-09	X8700080
				SHC6018-9-09	X8700081
				SHC6018-10-09	X8700082

Equipment Location: 324 Washington Street NE, Brainerd, MN 56401 (Crow Wing County)

1	Kershaw	46-60	Ballast Regulator (Snow)	46-707-09	X0600467
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Equipment Location: 5324 East Trent, Spokane, WA 99212 (Spokane County)

1	Nordco	NSPDC	Spike Puller/ De-Clipper	470001	X4700483
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1	L&H	LHR1230-001	Auto Pre-Gager	S60755-1-1-09	X6700090
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Equipment Location: 503 10th Street, Wichita Falls, TX 76301 (Wichita County)

1	L&H	LHR1230-001	Auto Pre-Gager	S60755-1-2-09	X6700091
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Equipment Location: 700 First Street, Havre, MT 59501 (Hill County)

1	Kershaw	12-12-BC	Bridge Tie Crane	12-1280-09	X1700048
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Equipment Location: East Bridge Street & Highway 53, Mulvane, KS 67110 (Sedgwick County)

1	HTT/Jackson 3300-S	Switch Tamper	153619	X5600263
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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: 7/13/09



Robert W Alvord