

RECORDATION NO. 28017 FILED

AUG 21 '09 -8 00 AM

**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
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ELIAS C. ALVORD (1942)  
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August 21, 2009

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

Re: RBSAF No. 98-070

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. 98-070), 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  
August 21, 2009  
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A description of the railroad equipment covered by the enclosed document is:

13 pieces of maintenance of way equipment as follows: Plasser 09-3X Dynamic Wood Tamper 3378; 2 Nordco SP2R Spike Pullers 310164 and 310165; Kershaw 38-6 Adzer-Cribber 38-190-09; Kershaw 46-60 Ballast Regulator (Snow) 46-708-09; 2 Kershaw 35-14 Double Brooms 35-158-09 and 35-159-09; Kershaw RS64DL Scorpion Ramp Car RS64DL-167-09; Kershaw 12-12 Tie Crane 12-1279-09; 3 Kershaw RS64DL Scorpion Ramp Cars RS64DL-170-09, RS64DL-171-09 and RS64DL-172-09; and Kershaw 38-6 Adzer-Cribber 38-191-09.

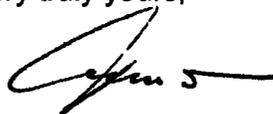
A short summary of the document to appear in the index is:

Memorandum of Lease (RBSAF No. 98-070).

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 )  
County of Tarrant ) ss:

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.

Beth K. Ventimiglia  
Notary Public

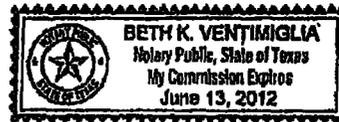


EXHIBIT A  
to  
MEMORANDUM OF LEASE

1. Equipment Schedule: Equipment Schedule No. 070.

2. Initial Term: The Initial Term of Equipment Schedule No 070 is 84 months commencing as of September 1, 2009.

3. Equipment: The Equipment covered by Equipment Schedule No. 070 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>
<u>Equipment Location</u> : 1301 North Gordon, Alvin, TX 77511 (Brazoria County)					

1	Plasser	09-3X	Dynamic Wood Tamper	3378	X5400476
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Equipment Location: 5324 East Trent, Spokane, WA 99212 (Spokane County)

2	Nordco	SP2R	Spike Puller	310164 310165	X4700488 X4700489
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Equipment Location: 700 First Street, Havre, MT 59501 (Hill County)

1	Kershaw	38-6	Adzer-Cribber	38-190-09	X0300201
1	Kershaw	46-60	Ballast Regulator (Snow)	46-708-09	X0600468

Equipment Location: 10 South Houston, Amarillo, TX 79101 (Potter County)

1	Kershaw	35-14	Double Broom	35-158-09	X0500104
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Equipment Location: 78 County Road 2176, Cleveland, TX 77327 (Liberty County)

1	Kershaw	35-14	Double Broom	35-159-09	X0500105
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Equipment Location: 1807 27<sup>th</sup> Street, Fort Madison, IA 52627 (Lee County)

2	Kershaw	RS64DL	Scorpion Ramp Car	RS64DL-167-09 RS64DL-170-09	J6300038 J6300039
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Equipment Location: 1 North Main Street, Brookfield, MO 64628 (Linn County)

1	Kershaw	12-12	Tie Crane	12-1279-09	X6000330
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Equipment Location: 1700 North Kansas Avenue, Springfield, MO 65803 (Greene County)

2	Kershaw	RS64DL	Scorpion Ramp Car	RS64DL-171-09 RS64DL-172-09	J6300040 J6300041
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Equipment Location: 601 East Highway 60, Vaughn, NM 88353 (Guadalupe County)

1	Kershaw	38-6	Adzer-Cribber	38-191-09	X0300202
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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:

8/21/09



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Robert W. Alvord