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MAY 4 2001

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

~~RECORDATION~~ **20986-D** ~~RECORD~~

MAY 07 '01 10:30 AM



SURFACE TRANSPORTATION BOARD

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of March 12, 2001 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY**
2650 Lou Menk Drive, Fort Worth, TX 76131-2830

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

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY** covering 150 sided mill gondolas with reporting marks and numbers – ATW 60000 – 60179, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #20986 dated 11/12/97 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey
Sherry Lewey
New Business Development/Research Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 13th day of March, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, a Delaware corporation, with an address at 2650 Lou Menk Drive, Fort Worth, TX 76131-2830 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of October 31, 1997 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on November 12, 1997 as recordation number 20986.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, 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 first above written.

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 Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Richard M. Latini
Name: RICHARD M. LATINI
Title: V.P.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

By: Christopher R. Grant
Name: CHRISTOPHER R. GRANT
Title: Director Freight Equipment

RECORDATION NO. 20986-D FILED

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SURFACE TRANSPORTATION BOARD

Schedule A

Quantity	Description		Car Marks and Numbers
150	66-6'0" sided mill gondolas		Listed below
1	ATW	60000	101 ATW 60130
2	ATW	60001	102 ATW 60131
3	ATW	60002	103 ATW 60132
4	ATW	60003	104 ATW 60133
5	ATW	60004	105 ATW 60134
6	ATW	60005	106 ATW 60135
7	ATW	60006	107 ATW 60136
8	ATW	60007	108 ATW 60137
9	ATW	60008	109 ATW 60138
10	ATW	60009	110 ATW 60139
11	ATW	60010	111 ATW 60140
12	ATW	60011	112 ATW 60141
13	ATW	60012	113 ATW 60142
14	ATW	60013	114 ATW 60143
15	ATW	60014	115 ATW 60144
16	ATW	60015	116 ATW 60145
17	ATW	60016	117 ATW 60146
18	ATW	60017	118 ATW 60147
19	ATW	60018	119 ATW 60148
20	ATW	60019	120 ATW 60149
21	ATW	60020	121 ATW 60150
22	ATW	60021	122 ATW 60151
23	ATW	60022	123 ATW 60152
24	ATW	60023	124 ATW 60153
25	ATW	60024	125 ATW 60154
26	ATW	60025	126 ATW 60155
27	ATW	60026	127 ATW 60156
28	ATW	60027	128 ATW 60157
29	ATW	60028	129 ATW 60158
30	ATW	60029	130 ATW 60159
31	ATW	60030	131 ATW 60160
32	ATW	60031	132 ATW 60161
33	ATW	60032	133 ATW 60162
34	ATW	60033	134 ATW 60163
35	ATW	60034	135 ATW 60164
36	ATW	60035	136 ATW 60165
37	ATW	60036	137 ATW 60166
38	ATW	60037	138 ATW 60167
39	ATW	60038	139 ATW 60168
40	ATW	60039	140 ATW 60169
41	ATW	60040	141 ATW 60170
42	ATW	60041	142 ATW 60171
43	ATW	60042	143 ATW 60172
44	ATW	60043	144 ATW 60173
45	ATW	60044	145 ATW 60174
46	ATW	60045	146 ATW 60175
47	ATW	60046	147 ATW 60176
48	ATW	60047	148 ATW 60177
49	ATW	60048	149 ATW 60178
50	ATW	60049	150 ATW 60179
51	ATW	60078	
52	ATW	60079	
53	ATW	60080	
54	ATW	60081	
55	ATW	60082	
56	ATW	60083	
57	ATW	60084	
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62	ATW	60089	
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64	ATW	60091	
65	ATW	60092	
66	ATW	60093	
67	ATW	60094	
68	ATW	60095	
69	ATW	60096	
70	ATW	60099	
71	ATW	60100	
72	ATW	60101	
73	ATW	60102	
74	ATW	60103	
75	ATW	60104	
76	ATW	60105	
77	ATW	60106	
78	ATW	60107	
79	ATW	60108	
80	ATW	60109	
81	ATW	60110	
82	ATW	60111	
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89	ATW	60118	
90	ATW	60119	
91	ATW	60120	
92	ATW	60121	
93	ATW	60122	
94	ATW	60123	
95	ATW	60124	
96	ATW	60125	
97	ATW	60126	
98	ATW	60127	
99	ATW	60128	
100	ATW	60129	