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RECORDATION NO. 23900-A FILED



May 13, 2002

MAY 15 '02 11-50 AM

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

**SURFACE TRANSPORTATION BOARD**

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Net Railcar Lease** dated as of April 5, 2002 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 76161

**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 600 centerbeam cars with reporting marks and numbers – BNSF 562000 – BNSF 562599, **INCLUSIVE.**

Please file this memorandum as a **SECONDARY** document to Recordation #23900 dated 3/13/02 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) 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  
Research/Development Coordinator

Enclosure

MEMORANDUM OF NET RAILCAR LEASE

THIS MEMORANDUM OF NET RAILCAR LEASE, dated as of this 5<sup>th</sup> day of APRIL, 2002, is made by C.I.T. LEASING CORPORATION, a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor" and, together with the Lessee, the "Parties") and THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, a Delaware corporation, with an address at 2650 Lou Menk Drive, Fort Worth, TX 76161 (the "Lessee").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Net Railcar Lease dated as of April 5, 2001 and effective as of April 27, 1999, and Schedule No. 07 thereto dated April 5, 2002 and effective as of April 5, 2002 (together, the "Lease"), covering the equipment listed on Exhibit A hereto (the "Equipment"). *Reference is made to the Memorandum of Railcar Lease filed with the Surface Transportation Board on 3/13/02 as recordation No. 23900.*

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.

IN WITNESS WHEREOF, the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

C.I.T. LEASING CORPORATION

By: *George Cashman*  
Name: George Cashman  
Title: SVP

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

By: *Marc A. Allen*  
Name: Marc A. Allen  
Title: AVP - Carload Equip.

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SURFACE TRANSPORTATION BOARD

**Schedule A**

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
600	100 ton centerbeam cars to be built by TrentonWorks	BNSF 562000 through BNSF 562599 (inclusive)