



CORPORATION SERVICE COMPANY

September 20, 2004

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

RE: 132246-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 7, 2004 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**
Network Operations Center, 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 123 tank cars with reporting marks and numbers -DBUX 300326 - DBUX 300566 - NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #23900 dated 03/13/02 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 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Corporation Service Company
801 Adlai Stevenson Drive
Springfield, IL 62703
(800) 995-5071 ext. 3813

RECORDATION NO.

23900

FILED

SEP 22 '04 11-36 AM

SURFACE TRANSPORTATION BOARD



MEMORANDUM OF NET RAILCAR LEASE

THIS MEMORANDUM OF NET RAILCAR LEASE dated as of this 7th day of September 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC. a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, a Delaware corporation, with an address at Network Operations Center, 2650 Lou Menk Drive, Fort Worth, TX 76161-0056 (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 April 5, 2001 and effective as of April 27, 1999, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on March 13, 2002 and given Recordation Number 23900.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, 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: Catherine Stengel
Name: Catherine Stengel
Title: Vice President - Operations

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: Greg Stengen
Name: Greg Stengen
Title: V.P. Safety, Training & Ops. Support

RECORDATION NO. 23900-D FILED

SEP 22 '04 11:36 AM

SURFACE TRANSPORTATION BOARD

Schedule A

Number of Cars	Equipment Description							
123	28,000 through 31,000 gallon capacity tank cars, non coiled, non insulated							
1	DBUX	300329	53	DBUX	300445	105	DBUX	300548
2	DBUX	300330	54	DBUX	300446	106	DBUX	300549
3	DBUX	300331	55	DBUX	300447	107	DBUX	300550
4	DBUX	300332	56	DBUX	300448	108	DBUX	300551
5	DBUX	300333	57	DBUX	300449	109	DBUX	300552
6	DBUX	300334	58	DBUX	300451	110	DBUX	300553
7	DBUX	300335	59	DBUX	300452	111	DBUX	300554
8	DBUX	300336	60	DBUX	300453	112	DBUX	300555
9	DBUX	300337	61	DBUX	300454	113	DBUX	300556
10	DBUX	300338	62	DBUX	300455	114	DBUX	300557
11	DBUX	300339	63	DBUX	300456	115	DBUX	300558
12	DBUX	300340	64	DBUX	300457	116	DBUX	300559
13	DBUX	300341	65	DBUX	300458	117	DBUX	300560
14	DBUX	300342	66	DBUX	300459	118	DBUX	300561
15	DBUX	300343	67	DBUX	300460	119	DBUX	300562
16	DBUX	300344	68	DBUX	300461	120	DBUX	300563
17	DBUX	300346	69	DBUX	300462	121	DBUX	300564
18	DBUX	300347	70	DBUX	300463	122	DBUX	300565
19	DBUX	300348	71	DBUX	300464	123	DBUX	300566
20	DBUX	300350	72	DBUX	300465			
21	DBUX	300351	73	DBUX	300466			
22	DBUX	300352	74	DBUX	300517			
23	DBUX	300353	75	DBUX	300518			
24	DBUX	300354	76	DBUX	300519			
25	DBUX	300355	77	DBUX	300520			
26	DBUX	300357	78	DBUX	300521			
27	DBUX	300358	79	DBUX	300522			
28	DBUX	300359	80	DBUX	300523			
29	DBUX	300361	81	DBUX	300524			
30	DBUX	300362	82	DBUX	300525			
31	DBUX	300363	83	DBUX	300526			
32	DBUX	300364	84	DBUX	300527			
33	DBUX	300365	85	DBUX	300528			
34	DBUX	300366	86	DBUX	300529			
35	DBUX	300367	87	DBUX	300530			
36	DBUX	300368	88	DBUX	300531			
37	DBUX	300369	89	DBUX	300532			
38	DBUX	300371	90	DBUX	300533			
39	DBUX	300372	91	DBUX	300534			
40	DBUX	300375	92	DBUX	300535			
41	DBUX	300376	93	DBUX	300536			
42	DBUX	300378	94	DBUX	300537			
43	DBUX	300381	95	DBUX	300538			
44	DBUX	300402	96	DBUX	300539			
45	DBUX	300405	97	DBUX	300540			
46	DBUX	300407	98	DBUX	300541			
47	DBUX	300416	99	DBUX	300542			
48	DBUX	300438	100	DBUX	300543			
49	DBUX	300439	101	DBUX	300544			
50	DBUX	300440	102	DBUX	300545			
51	DBUX	300441	103	DBUX	300546			
52	DBUX	300444	104	DBUX	300547			