RECORDATION NO. 25547-A FILED

APR 19 '05 4-04 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

April 19, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of April 7, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which is being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Assignor: Winmark Equipment Finance, LLC
2 Hampshire Street, Suite 101
Foxborough, Massachusetts 02035

Assignee: Winmark Special Finance, LLC
2 Hampshire Street, Suite 101
Foxborough, Massachusetts 02035

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

Forty (40) locomotives within the series NREX 224 - NREX 8698 as more particularly set forth in the equipment schedule attached to the document

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

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of $32.00 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/anm
Enclosures

RECORDATION NO. 25547-A FILED

APR 19 '05 4-04 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF LEASE

This Memorandum of Assignment of Lease between Winmark Equipment Finance, LLC (the "Assignor") and Winmark Special Finance, LLC (together with its successors and assigns, the "Assignee") is effective as of April 1, 2005.

1. This instrument relates and is intended to evidence that certain Locomotive Lease Agreement dated as of March 1, 2005 (the "Lease") by and among WINMARK EQUIPMENT FINANCE, LLC, a Delaware limited liability company ("Lessor"), NATIONAL RAILWAY EQUIPMENT CO., an Illinois corporation ("NRE"), and BNSF RAILWAY COMPANY, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301.

2. The locomotives bearing the following reporting marks and road numbers (collectively, the "Equipment") are leased pursuant to the Lease for a term of thirty-four months, commencing on March 1, 2005 and ending on December 31, 2007:

SD-50 Locomotives	SD-40-2 Locomotives
NREX 5446	NREX 224
NREX 5450	NREX 225
NREX 5453	NREX 227
NREX 5456	NREX 234
NREX 5458	NREX 247
NREX 5461	NREX 254
NREX 5465	NREX 258
NREX 5467	NREX 262
NREX 5469	NREX 263
NREX 5470	NREX 4262
NREX 5471	NREX 5398
NREX 5473	NREX 6454
NREX 5474	NREX 6462
NREX 5477	NREX 6483
NREX 8690	NREX 6508
NREX 8692	NREX 8315
NREX 8696	NREX 8391
NREX 8698	NREX 8543
NREX 5079	NREX 8386
NREX 5088	NREX 5979

3. A Memorandum of Lease with respect to the Lease was recorded with the Surface Transportation Board under Recordation Number _____.

4. Pursuant to certain agreements dated on or about April 1, 2005, Assignor's interests in the Lease and in the Equipment has been assigned by Assignor to Assignee.

5. The addresses of the parties are as follows:

Assignor: Winmark Equipment Finance, LLC, 2 Hampshire Street, Foxboro, Massachusetts 02035, Attention: John F.X. Chipman, President

Assignee: Winmark Special Finance, LLC, c/o Winmark Equipment Finance, LLC, 2 Hampshire Street, Foxboro, Massachusetts 02035, Attention: John F.X. Chipman, President

6. The terms and provisions of the Lease and the assignments are more particularly set forth in the Lease and the assignment agreements and are incorporated herein by reference.

7. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

(Remainder of page intentionally left blank; signatures and acknowledgments follow)

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum of Assignment of Lease as of the date first above written.

ASSIGNOR: WINMARK EQUIPMENT FINANCE, LLC

By: _____
David J. Coutu, Senior Vice President

ASSIGNEE: WINMARK SPECIAL FINANCE, LLC

By: _____
David J. Coutu, Senior Vice President

STATE OF RHODE ISLAND COUNTY OF PROVIDENCE

On April 12, 2005, before me appeared David J. Coutu, to me personally known, who being by me duly sworn says that he is the Senior Vice President of Winmark Equipment Finance, LLC, and that he executed the foregoing instrument on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

[NOTARIAL SEAL]

Catherine M. Grant
Notary Public

My commission expires: 1/13/06

STATE OF RHODE ISLAND COUNTY OF PROVIDENCE

On April 12, 2005, before me appeared David J. Coutu, to me personally known, who being by me duly sworn says that he is the Senior Vice President of Winmark Special Finance, LLC, and that he executed the foregoing instrument on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

[NOTARIAL SEAL]

Catherine M. Grant
Notary Public

My commission expires: 1/13/06

1417648.1