



CORPORATION SERVICE COMPANY

June 3, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
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RECORDATION NO. 23900-F FILED

JUN 07 '05

10-53 AM

SURFACE TRANSPORTATION BOARD



Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of May 4 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**

1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **BNSF RAILWAY COMPANY FKA THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY**

Network Operations Center, 2650 Lou Menk Drive Fort Worth, TX 76161-0056

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: **BNSF RAILWAY COMPANY FKA THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY.**

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-three dollars (\$33.00) 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

MEMORANDUM OF NET RAILCAR LEASE

THIS MEMORANDUM OF NET RAILCAR LEASE dated as of this 4th day of May, 2005, 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 BNSF RAILWAY COMPANY F/K/A 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: *Richard Latini*
Name: Richard Latini
Title: Senior Vice President

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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.

BNSF RAILWAY COMPANY

By: *Cheri L Carlson* 5/31/05
Name: CHERI L CARLSON
Title: AVP TRANSP & Fuel Mgmt

Schedule A

<u>Number of Cars</u>	<u>Equipment Description</u>	
44	28,000 through 31,000 gallon capacity tank cars, non coiled, non insulated	
1	DBUX	300587
2	DBUX	300613
3	DBUX	300615
4	DBUX	300616
5	DBUX	300617
6	DBUX	300618
7	DBUX	300619
8	DBUX	300620
9	DBUX	300621
10	DBUX	300622
11	DBUX	300623
12	DBUX	300624
13	DBUX	300625
14	DBUX	300626
15	DBUX	300627
16	DBUX	300628
17	DBUX	300630
18	DBUX	300635
19	DBUX	300639
20	DBUX	300640
21	DBUX	300649
22	DBUX	300682
23	DBUX	300683
24	DBUX	300684
25	DBUX	300685
26	DBUX	300687
27	DBUX	300688
28	DBUX	300689
29	DBUX	300690
30	DBUX	300691
31	DBUX	300692
32	DBUX	300693
33	DBUX	300694
34	DBUX	300695
35	DBUX	300696
36	DBUX	300697
37	DBUX	300698
38	DBUX	300700
39	DBUX	300701
40	DBUX	300702
41	DBUX	300703
42	DBUX	300707
43	DBUX	300709
44	DBUX	300710