CSC.

CORPORATION SERVICE COMPANY

RECORDATION NO. 25198-F FILED

MAY 26 '06 11-30 AM

SURFACE TRANSPORTATION BOARD

MAY 24 2006
RECEIVED

Csc - Springfield
801 Adlai Stevenson Drive
Springfield Il 62703

1-800-927-9801 Ext 3813
217-492-2727 FAX

To: SURFACE TRANSPORTATION BOARD **ATTENTION BARB SADDLER**

From: April Oshea Ext 3813

Date: May 23, 2006

Order#: 125881/005

Re: CEFX71170 - CEFX71499 BNSF RAILWAY COMPANY

Please process the enclosed documents for the service indicated below.

SECONDARY STB FILING

RECEIPT SHOULD BE IN OUR OFFICE: 06/02/2006
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed.

Mailing Instructions:
XX Return the filing acknowledgement to our office.
XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions/Notes:
Recordation# 25198 Filed On 09/22/2004

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assitance in this matter.

Enclosures:

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 23rd day of March, 2006, 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, 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 Full Service Railcar Lease (the "Lease") dated as of June 23, 2004, effective as of April 16, 2004, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on September 22, 2004 and given Recordation Number 25198.

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: William O'Brien
Name: William P. O'Brien
Title: 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: F G Draper
Name: F G DRAPER
Title: VP Business Unit Operations

Schedule A

Number of Cars	Equipment Description
330	5,200 C.F. covered hopper car with gravity gates and trough hatches

1	CEFX	71170	53	CEFX	71222	105	CEFX	71274
2	CEFX	71171	54	CEFX	71223	106	CEFX	71275
3	CEFX	71172	55	CEFX	71224	107	CEFX	71276
4	CEFX	71173	56	CEFX	71225	108	CEFX	71277
5	CEFX	71174	57	CEFX	71226	109	CEFX	71278
6	CEFX	71175	58	CEFX	71227	110	CEFX	71279
7	CEFX	71176	59	CEFX	71228	111	CEFX	71280
8	CEFX	71177	60	CEFX	71229	112	CEFX	71281
9	CEFX	71178	61	CEFX	71230	113	CEFX	71282
10	CEFX	71179	62	CEFX	71231	114	CEFX	71283
11	CEFX	71180	63	CEFX	71232	115	CEFX	71284
12	CEFX	71181	64	CEFX	71233	116	CEFX	71285
13	CEFX	71182	65	CEFX	71234	117	CEFX	71286
14	CEFX	71183	66	CEFX	71235	118	CEFX	71287
15	CEFX	71184	67	CEFX	71236	119	CEFX	71288
16	CEFX	71185	68	CEFX	71237	120	CEFX	71289
17	CEFX	71186	69	CEFX	71238	121	CEFX	71290
18	CEFX	71187	70	CEFX	71239	122	CEFX	71291
19	CEFX	71188	71	CEFX	71240	123	CEFX	71292
20	CEFX	71189	72	CEFX	71241	124	CEFX	71293
21	CEFX	71190	73	CEFX	71242	125	CEFX	71294
22	CEFX	71191	74	CEFX	71243	126	CEFX	71295
23	CEFX	71192	75	CEFX	71244	127	CEFX	71296
24	CEFX	71193	76	CEFX	71245	128	CEFX	71297
25	CEFX	71194	77	CEFX	71246	129	CEFX	71298
26	CEFX	71195	78	CEFX	71247	130	CEFX	71299
27	CEFX	71196	79	CEFX	71248	131	CEFX	71300
28	CEFX	71197	80	CEFX	71249	132	CEFX	71301
29	CEFX	71198	81	CEFX	71250	133	CEFX	71302
30	CEFX	71199	82	CEFX	71251	134	CEFX	71303
31	CEFX	71200	83	CEFX	71252	135	CEFX	71304
32	CEFX	71201	84	CEFX	71253	136	CEFX	71305
33	CEFX	71202	85	CEFX	71254	137	CEFX	71306
34	CEFX	71203	86	CEFX	71255	138	CEFX	71307
35	CEFX	71204	87	CEFX	71256	139	CEFX	71308
36	CEFX	71205	88	CEFX	71257	140	CEFX	71309
37	CEFX	71206	89	CEFX	71258	141	CEFX	71310
38	CEFX	71207	90	CEFX	71259	142	CEFX	71311
39	CEFX	71208	91	CEFX	71260	143	CEFX	71312
40	CEFX	71209	92	CEFX	71261	144	CEFX	71313
41	CEFX	71210	93	CEFX	71262	145	CEFX	71314
42	CEFX	71211	94	CEFX	71263	146	CEFX	71315
43	CEFX	71212	95	CEFX	71264	147	CEFX	71316
44	CEFX	71213	96	CEFX	71265	148	CEFX	71317
45	CEFX	71214	97	CEFX	71266	149	CEFX	71318
46	CEFX	71215	98	CEFX	71267	150	CEFX	71319
47	CEFX	71216	99	CEFX	71268	151	CEFX	71320
48	CEFX	71217	100	CEFX	71269	152	CEFX	71321
49	CEFX	71218	101	CEFX	71270	153	CEFX	71322
50	CEFX	71219	102	CEFX	71271	154	CEFX	71323
51	CEFX	71220	103	CEFX	71272	155	CEFX	71324
52	CEFX	71221	104	CEFX	71273	156	CEFX	71325

Schedule A

Number of Cars	Equipment Description
330	5,200 C.F. covered hopper car with gravity gates and trough hatches

157	CEFX	71326
158	CEFX	71327
159	CEFX	71328
160	CEFX	71329
161	CEFX	71330
162	CEFX	71331
163	CEFX	71332
164	CEFX	71333
165	CEFX	71334
166	CEFX	71335
167	CEFX	71336
168	CEFX	71337
169	CEFX	71338
170	CEFX	71339
171	CEFX	71340
172	CEFX	71341
173	CEFX	71342
174	CEFX	71343
175	CEFX	71344
176	CEFX	71345
177	CEFX	71346
178	CEFX	71347
179	CEFX	71348
180	CEFX	71349
181	CEFX	71350
182	CEFX	71351
183	CEFX	71352
184	CEFX	71353
185	CEFX	71354
186	CEFX	71355
187	CEFX	71356
188	CEFX	71357
189	CEFX	71358
190	CEFX	71359
191	CEFX	71360
192	CEFX	71361
193	CEFX	71362
194	CEFX	71363
195	CEFX	71364
196	CEFX	71365
197	CEFX	71366
198	CEFX	71367
199	CEFX	71368
200	CEFX	71369
201	CEFX	71370
202	CEFX	71371
203	CEFX	71372
204	CEFX	71373
205	CEFX	71374
206	CEFX	71375
207	CEFX	71376
208	CEFX	71377
209	CEFX	71378
210	CEFX	71379
211	CEFX	71380
212	CEFX	71381
213	CEFX	71382
214	CEFX	71383
215	CEFX	71384
216	CEFX	71385
217	CEFX	71386
218	CEFX	71387
219	CEFX	71388
220	CEFX	71389
221	CEFX	71390
222	CEFX	71391
223	CEFX	71392
224	CEFX	71393
225	CEFX	71394
226	CEFX	71395
227	CEFX	71396
228	CEFX	71397
229	CEFX	71398
230	CEFX	71399
231	CEFX	71400
232	CEFX	71401
233	CEFX	71402
234	CEFX	71403
235	CEFX	71404
236	CEFX	71405
237	CEFX	71406
238	CEFX	71407
239	CEFX	71408
240	CEFX	71409
241	CEFX	71410
242	CEFX	71411
243	CEFX	71412
244	CEFX	71413
245	CEFX	71414
246	CEFX	71415
247	CEFX	71416
248	CEFX	71417
249	CEFX	71418
250	CEFX	71419
251	CEFX	71420
252	CEFX	71421
253	CEFX	71422
254	CEFX	71423
255	CEFX	71424
256	CEFX	71425
257	CEFX	71426
258	CEFX	71427
259	CEFX	71428
260	CEFX	71429
261	CEFX	71430
262	CEFX	71431
263	CEFX	71432
264	CEFX	71433
265	CEFX	71434
266	CEFX	71435
267	CEFX	71436
268	CEFX	71437
269	CEFX	71438
270	CEFX	71439
271	CEFX	71440
272	CEFX	71441
273	CEFX	71442
274	CEFX	71443
275	CEFX	71444
276	CEFX	71445
277	CEFX	71446
278	CEFX	71447
279	CEFX	71448
280	CEFX	71449
281	CEFX	71450
282	CEFX	71451
283	CEFX	71452
284	CEFX	71453
285	CEFX	71454
286	CEFX	71455
287	CEFX	71456
288	CEFX	71457
289	CEFX	71458
290	CEFX	71459
291	CEFX	71460
292	CEFX	71461
293	CEFX	71462
294	CEFX	71463
295	CEFX	71464
296	CEFX	71465
297	CEFX	71466
298	CEFX	71467
299	CEFX	71468
300	CEFX	71469
301	CEFX	71470
302	CEFX	71471
303	CEFX	71472
304	CEFX	71473
305	CEFX	71474
306	CEFX	71475
307	CEFX	71476
308	CEFX	71477
309	CEFX	71478
310	CEFX	71479
311	CEFX	71480
312	CEFX	71481

Schedule A

Number of Cars	Equipment Description
330	5,200 C.F. covered hopper car with gravity gates and trough hatches

313	CEFX	71482
314	CEFX	71483
315	CEFX	71484
316	CEFX	71485
317	CEFX	71486
318	CEFX	71487
319	CEFX	71488
320	CEFX	71489
321	CEFX	71490
322	CEFX	71491
323	CEFX	71492
324	CEFX	71493
325	CEFX	71494
326	CEFX	71495
327	CEFX	71496
328	CEFX	71497
329	CEFX	71498
330	CEFX	71499