



CORPORATION SERVICE COMPANY

RECORDATION NO. 25198-6 FILED

AUG 10 '06

2-39 PM

SURFACE TRANSPORTATION BOARD



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 SADLER\*\*

From: April Oshea Ext 3813

Date: August 9, 2006

Order#: 299438/005

Re: ATW642003-ATW642146 BNSF RAILWAY COMPANY

Please process the enclosed documents for the service indicated below.

SECONDARY STB FILING

RECEIPT SHOULD BE IN OUR OFFICE: 08/18/06  
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed.

Mailing Instructions:

XX Return the filing acknowledgment to my attention.  
XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions/Notes:

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

Enclosures:

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 29th day of June, 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 formerly known as THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, a Delaware corporation, with an address at 2650 Lou Menk Drive, 1<sup>st</sup> Floor, 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 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: Catherine English  
Name: Catherine English  
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: Richard A. Margl  
Name: RICHARD A. MARGL  
Title: AVP Carload Equipment

**AVP Carload Equipment**

# Schedule A

| Number of Cars | Equipment Description               |        |
|----------------|-------------------------------------|--------|
| 50             | 52' - high sided steel mill gondola |        |
| 1              | ATW                                 | 642003 |
| 2              | ATW                                 | 642006 |
| 3              | ATW                                 | 642012 |
| 4              | ATW                                 | 642014 |
| 5              | ATW                                 | 642015 |
| 6              | ATW                                 | 642019 |
| 7              | ATW                                 | 642022 |
| 8              | ATW                                 | 642024 |
| 9              | ATW                                 | 642029 |
| 10             | ATW                                 | 642032 |
| 11             | ATW                                 | 642033 |
| 12             | ATW                                 | 642036 |
| 13             | ATW                                 | 642038 |
| 14             | ATW                                 | 642040 |
| 15             | ATW                                 | 642042 |
| 16             | ATW                                 | 642047 |
| 17             | ATW                                 | 642048 |
| 18             | ATW                                 | 642051 |
| 19             | ATW                                 | 642055 |
| 20             | ATW                                 | 642056 |
| 21             | ATW                                 | 642057 |
| 22             | ATW                                 | 642058 |
| 23             | ATW                                 | 642063 |
| 24             | ATW                                 | 642070 |
| 25             | ATW                                 | 642071 |
| 26             | ATW                                 | 642073 |
| 27             | ATW                                 | 642074 |
| 28             | ATW                                 | 642079 |
| 29             | ATW                                 | 642085 |
| 30             | ATW                                 | 642087 |
| 31             | ATW                                 | 642088 |
| 32             | ATW                                 | 642089 |
| 33             | ATW                                 | 642090 |
| 34             | ATW                                 | 642094 |
| 35             | ATW                                 | 642100 |
| 36             | ATW                                 | 642101 |
| 37             | ATW                                 | 642103 |
| 38             | ATW                                 | 642114 |
| 39             | ATW                                 | 642118 |
| 40             | ATW                                 | 642119 |
| 41             | ATW                                 | 642121 |
| 42             | ATW                                 | 642122 |
| 43             | ATW                                 | 642125 |
| 44             | ATW                                 | 642132 |
| 45             | ATW                                 | 642134 |
| 46             | ATW                                 | 642138 |
| 47             | ATW                                 | 642140 |
| 48             | ATW                                 | 642142 |
| 49             | ATW                                 | 642145 |
| 50             | ATW                                 | 642146 |