



CORPORATION SERVICE COMPANY

RECORDATION NO. 25198-I FILED

OCT 12 '06

1-21 PM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD
801 Adlai Stevenson Drive
Springfield IL 62703

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

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

From: April Oshea

Date: October 11, 2006

Order#: 519433/015

Re: NCUX11341-NCUX11809 BNSF RAILWAY COMPANY

Please process the enclosed documents for the service indicated below.

XX Other: Secondary Stb Filing

RECEIPT SHOULD BE IN OUR OFFICE: 10/20/2006
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed in the amount of \$34.00. DO NOT WRITE CHECK FOR MORE THAN THIS AMOUNT.

Payable to: Surface Transportation Board

Mailing Instructions:

XX Return the filing acknowledgement to my attention.

XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions:

Lessee:

BNSF Railway Company
2650 Lou Menk Drive
Fort Worth, TX 76131

Lessor:

The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas, 20th Floor



CORPORATION SERVICE COMPANY

New York, NY 10036

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

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 27th day of July, 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: 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

Schedule A

Number of Cars

Equipment Description

106 4,400 C.F. or greater aluminum coal gondola

1	NCUX	11341	53	NCUX	11420	105	NCUX	11803
2	NCUX	11343	54	NCUX	11421	106	NCUX	11809
3	NCUX	11345	55	NCUX	11422			
4	NCUX	11348	56	NCUX	11423			
5	NCUX	11350	57	NCUX	11424			
6	NCUX	11351	58	NCUX	11425			
7	NCUX	11352	59	NCUX	11426			
8	NCUX	11353	60	NCUX	11427			
9	NCUX	11354	61	NCUX	11428			
10	NCUX	11355	62	NCUX	11429			
11	NCUX	11356	63	NCUX	11430			
12	NCUX	11357	64	NCUX	11431			
13	NCUX	11360	65	NCUX	11432			
14	NCUX	11361	66	NCUX	11433			
15	NCUX	11362	67	NCUX	11434			
16	NCUX	11363	68	NCUX	11435			
17	NCUX	11364	69	NCUX	11436			
18	NCUX	11366	70	NCUX	11438			
19	NCUX	11368	71	NCUX	11440			
20	NCUX	11369	72	NCUX	11442			
21	NCUX	11372	73	NCUX	11443			
22	NCUX	11373	74	NCUX	11444			
23	NCUX	11374	75	NCUX	11445			
24	NCUX	11376	76	NCUX	11446			
25	NCUX	11378	77	NCUX	11448			
26	NCUX	11379	78	NCUX	11449			
27	NCUX	11382	79	NCUX	11450			
28	NCUX	11384	80	NCUX	11451			
29	NCUX	11385	81	NCUX	11454			
30	NCUX	11386	82	NCUX	11455			
31	NCUX	11388	83	NCUX	11586			
32	NCUX	11391	84	NCUX	11590			
33	NCUX	11394	85	NCUX	11593			
34	NCUX	11396	86	NCUX	11595			
35	NCUX	11397	87	NCUX	11599			
36	NCUX	11398	88	NCUX	11612			
37	NCUX	11399	89	NCUX	11615			
38	NCUX	11400	90	NCUX	11618			
39	NCUX	11401	91	NCUX	11620			
40	NCUX	11403	92	NCUX	11639			
41	NCUX	11404	93	NCUX	11640			
42	NCUX	11405	94	NCUX	11649			
43	NCUX	11406	95	NCUX	11650			
44	NCUX	11407	96	NCUX	11655			
45	NCUX	11409	97	NCUX	11666			
46	NCUX	11410	98	NCUX	11676			
47	NCUX	11413	99	NCUX	11677			
48	NCUX	11415	100	NCUX	11692			
49	NCUX	11416	101	NCUX	11698			
50	NCUX	11417	102	NCUX	11796			
51	NCUX	11418	103	NCUX	11799			
52	NCUX	11419	104	NCUX	11801			