



CORPORATION SERVICE COMPANY

RECORDATION NO. 25198-K FILED

OCT 12 '06

1-29 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#: 519433/025

Re: NCUX11222-NCUX11793 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 Sogut
Name: Catherine Sogut
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. Margul
Name: RICHARD A. MARGUL
Title: AVP Carload Equipment

Schedule A

Number of Cars

Equipment Description

115 4,520 C.F. aluminum coal gondola

1	NCUX	11222	53	NCUX	11281	105	NCUX	11719
2	NCUX	11223	54	NCUX	11282	106	NCUX	11720
3	NCUX	11224	55	NCUX	11283	107	NCUX	11722
4	NCUX	11225	56	NCUX	11284	108	NCUX	11731
5	NCUX	11226	57	NCUX	11285	109	NCUX	11732
6	NCUX	11227	58	NCUX	11286	110	NCUX	11782
7	NCUX	11228	59	NCUX	11287	111	NCUX	11785
8	NCUX	11229	60	NCUX	11289	112	NCUX	11787
9	NCUX	11230	61	NCUX	11290	113	NCUX	11790
10	NCUX	11231	62	NCUX	11291	114	NCUX	11791
11	NCUX	11232	63	NCUX	11292	115	NCUX	11793
12	NCUX	11233	64	NCUX	11294			
13	NCUX	11234	65	NCUX	11295			
14	NCUX	11235	66	NCUX	11296			
15	NCUX	11236	67	NCUX	11297			
16	NCUX	11237	68	NCUX	11298			
17	NCUX	11238	69	NCUX	11299			
18	NCUX	11240	70	NCUX	11300			
19	NCUX	11241	71	NCUX	11302			
20	NCUX	11242	72	NCUX	11303			
21	NCUX	11243	73	NCUX	11304			
22	NCUX	11244	74	NCUX	11305			
23	NCUX	11245	75	NCUX	11306			
24	NCUX	11246	76	NCUX	11307			
25	NCUX	11247	77	NCUX	11311			
26	NCUX	11250	78	NCUX	11312			
27	NCUX	11251	79	NCUX	11313			
28	NCUX	11252	80	NCUX	11314			
29	NCUX	11253	81	NCUX	11315			
30	NCUX	11254	82	NCUX	11316			
31	NCUX	11255	83	NCUX	11317			
32	NCUX	11256	84	NCUX	11318			
33	NCUX	11257	85	NCUX	11319			
34	NCUX	11258	86	NCUX	11320			
35	NCUX	11259	87	NCUX	11321			
36	NCUX	11260	88	NCUX	11322			
37	NCUX	11261	89	NCUX	11324			
38	NCUX	11262	90	NCUX	11325			
39	NCUX	11264	91	NCUX	11326			
40	NCUX	11265	92	NCUX	11327			
41	NCUX	11266	93	NCUX	11328			
42	NCUX	11267	94	NCUX	11331			
43	NCUX	11269	95	NCUX	11334			
44	NCUX	11270	96	NCUX	11335			
45	NCUX	11271	97	NCUX	11337			
46	NCUX	11272	98	NCUX	11338			
47	NCUX	11273	99	NCUX	11339			
48	NCUX	11275	100	NCUX	11340			
49	NCUX	11276	101	NCUX	11700			
50	NCUX	11277	102	NCUX	11702			
51	NCUX	11279	103	NCUX	11704			
52	NCUX	11280	104	NCUX	11710			