



CORPORATION SERVICE COMPANY

RECORDATION NO. 25198-0 FILED

MAR 12 '07

4-43 PM

SURFACE TRANSPORTATION BOARD

March 8, 2007

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street NW Suite 70  
Washington, DC 20423  
202-565-1656

RE: 793137/005

Dear Barbara:

Please process the enclosed documents for the service indicated below:

**COMMIT DATE: 03/23/2007**

**PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.**

**Secondary STB Filing**

A check is enclosed in the amount of \$34.00 to: Surface Transportation Board

**Mailing instructions:**

Forward the filing acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

**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, 20<sup>th</sup> Floor  
New York, NY 10036

Thank you for your assistance in this matter.

Sincerely,

April O'Shea 1-800-995-5071 ext. 3813  
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 2nd day of August, 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 Smyth  
Name: Catherine Smyth  
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: ASST V.P. CARLOAD EOPT

# Schedule A

Number of Cars

Equipment Description

43 28,000 through 31,000 gallon capacity tank cars, non coiled, non insulated

1	DBUX	208832
2	DBUX	208876
3	DBUX	208877
4	DBUX	208883
5	DBUX	208885
6	DBUX	208895
7	DBUX	208896
8	DBUX	208897
9	DBUX	208898
10	DBUX	208899
11	DBUX	208900
12	DBUX	208901
13	DBUX	208902
14	DBUX	208903
15	DBUX	208904
16	DBUX	208905
17	DBUX	208906
18	DBUX	208907
19	DBUX	208908
20	DBUX	208909
21	DBUX	208910
22	DBUX	208911
23	DBUX	208912
24	DBUX	208913
25	DBUX	208914
26	DBUX	208915
27	DBUX	208916
28	DBUX	208917
29	DBUX	208918
30	DBUX	208919
31	DBUX	301027
32	DBUX	301039
33	DBUX	301053
34	DBUX	301057
35	DBUX	301061
36	DBUX	301063
37	DBUX	301065
38	DBUX	301066
39	DBUX	301068
40	DBUX	301070
41	DBUX	301071
42	DBUX	301086
43	DBUX	301090