



CORPORATION SERVICE COMPANY

RECORDATION NO 25198-5 FILED

JUN 08 '07

4-07 PM

SURFACE TRANSPORTATION BOARD

May 23, 2007

Karen January
Surface Transportation Board
Recordation Office
395 East Street SW
Washington, DC 20423
202-245-0401

RE: 935847-005

Dear Karen:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 06/15/2007

PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

Secondary STB Filing

A check is enclosed in the amount of \$35.00 to: Surface Transportation Board

Mailing instructions:

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

Special instructions:

Lessee:

BNSF RAILWAY COMPANY
2650 LOU MENK DRIVE
1ST FLOOR
FORT WORTH, TX 76131-2830

Lessor:

The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive, Suite 3000
Chicago, IL 60606

Thank you for your assistance in this matter.
Sincerely,

Beth Poani 1-800-995-5071 ext. 3753

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 23rd day of May, 2007, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 South Wacker Drive, Suite 3000, Chicago, Illinois 60606 (the "Lessor"), and BNSF RAILWAY COMPANY, a Delaware corporation, with an address at 2650 Lou Menk Drive, 1st 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 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: [Signature]
Name: Jeffrey T. Lytle
Title: SP Leasing

RECORDATION NO. 25198-5 FILED

JUN 08 '07

4:07 PM

SURFACE TRANSPORTATION BOARD

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: [Signature]
Name: DOUGLAS W. LANGSTON
Title: AVP Intermodal/Auto Equipment

Schedule A

Number of Cars

Equipment Description

31 Intermodal well multi-platform, all sizes over 286, 53' (3 unit) well car, articulated, double s

1	NKCR	1225
2	NKCR	1226
3	NKCR	1227
4	NKCR	1228
5	NKCR	1229
6	NKCR	1230
7	NKCR	1231
8	NKCR	1232
9	NKCR	1233
10	NKCR	1234
11	NKCR	1235
12	NKCR	1236
13	NKCR	1237
14	NKCR	1238
15	NKCR	1239
16	NKCR	1240
17	NKCR	1241
18	NKCR	1242
19	NKCR	1243
20	NKCR	1244
21	NKCR	1245
22	NKCR	1246
23	NKCR	1247
24	NKCR	1248
25	NKCR	1249
26	NKCR	1250
27	NKCR	1251
28	NKCR	1252
29	NKCR	1253
30	NKCR	1254
31	NKCR	1255