

RECORDATION NO. 26050 - F  
FEB

MAR 04 '09 - 8 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

March 4, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Full Service Railcar Lease, dated as of February 12, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 26050.

The names and addresses of the parties to the enclosed document are:

Lessor: BBRX One LLC  
885 Second Avenue 49th Floor  
New York, NY 10017

Lessee: BNSF Railway Company  
2500 Lou Menk Drive  
Fort Worth, TX 76131

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A description of the railroad equipment covered by the enclosed document is:

134 railcars within the series BNBX 50001 - BNBX 50249 as more particularly set forth in the attachment to the document.

Memorandum of Full Service Railcar Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord". The signature is fluid and cursive, with a prominent peak in the middle.

✓ Robert W. Alvord

RWA/sem  
Enclosures

MAR 04 '09 -8 00 AM

## MEMORANDUM OF FULL SERVICE RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 12<sup>th</sup> of February, 2009, effective as of September 20, 2008, is entered into between BBRX ONE LLC, a Delaware limited liability company (the "Lessor") and BNSF RAILWAY COMPANY, a Delaware corporation (the "Lessee" and together with the Lessor, the "Parties").

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and Lessee entered into that certain Master Full Service Railcar Lease dated August 8, 2005 and Schedule No. 05 thereto (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars"). All references to "Lessor" in the Agreement shall be deemed to be references to BBRX ONE LLC for purposes of this Memorandum of Full Service Railcar Lease. The provisions of this Memorandum of Full Service Railcar Lease apply only to the Cars described in Exhibit A hereto;

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers as of the date set forth below.

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 Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Full Service Railcar Lease to be executed by a duly authorized officer as of the date set forth below..

BBRX ONE LLC, as Lessor

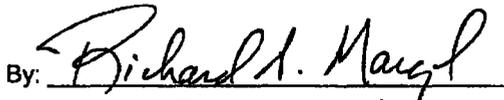
By: 

Print Name: Larry Littlefield

Title: Vice President

Date: 2/26/09

BNSF RAILWAY COMPANY, as Lessee

By: 

Print Name: RICHARD A. MARGE

Title: AVP Carload Equipment

Date: 2/12/09

STATE OF New York )

)

SS:

COUNTY OF New York )

On 2/26, 2009, before me, Indra Bedasie, Notary Public, personally appeared Larry Littlefield, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Indra Bedasie

INDRA BEDASIE  
Notary Public, State of New York  
No. 01BE6014602  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires October 19, 2010



EXHIBIT A

TO MEMORANDUM OF FULL SERVICE RAILCAR LEASE

Quantity of Cars/Car Description

One hundred thirty-four (134) 4200 CF Aluminum body Rotary AutoFlood III coal hoppers, AAR Car Type Code K341, built by FreightCar America in 2005.

Reporting Mark and Numbers

BNBX 50001	BNBX 50047	BNBX 50098
BNBX 50002	BNBX 50048	BNBX 50099
BNBX 50003	BNBX 50049	BNBX 50100
BNBX 50004	BNBX 50050	BNBX 50101
BNBX 50005	BNBX 50051	BNBX 50102
BNBX 50006	BNBX 50052	BNBX 50103
BNBX 50007	BNBX 50053	BNBX 50104
BNBX 50008	BNBX 50054	BNBX 50105
BNBX 50009	BNBX 50056	BNBX 50106
BNBX 50011	BNBX 50057	BNBX 50107
BNBX 50012	BNBX 50058	BNBX 50108
BNBX 50013	BNBX 50059	BNBX 50109
BNBX 50014	BNBX 50060	BNBX 50110
BNBX 50015	BNBX 50062	BNBX 50111
BNBX 50016	BNBX 50063	BNBX 50112
BNBX 50017	BNBX 50064	BNBX 50113
BNBX 50018	BNBX 50065	BNBX 50114
BNBX 50019	BNBX 50066	BNBX 50115
BNBX 50020	BNBX 50067	BNBX 50116
BNBX 50021	BNBX 50068	BNBX 50117
BNBX 50022	BNBX 50069	BNBX 50118
BNBX 50023	BNBX 50070	BNBX 50119
BNBX 50024	BNBX 50072	BNBX 50129
BNBX 50025	BNBX 50073	BNBX 50164
BNBX 50026	BNBX 50074	BNBX 50171
BNBX 50027	BNBX 50075	BNBX 50179
BNBX 50028	BNBX 50076	BNBX 50180
BNBX 50029	BNBX 50077	BNBX 50181
BNBX 50030	BNBX 50078	BNBX 50182
BNBX 50031	BNBX 50081	BNBX 50183
BNBX 50032	BNBX 50082	BNBX 50184
BNBX 50033	BNBX 50084	BNBX 50187
BNBX 50034	BNBX 50085	BNBX 50188
BNBX 50035	BNBX 50086	BNBX 50189
BNBX 50036	BNBX 50087	BNBX 50190
BNBX 50037	BNBX 50088	BNBX 50195
BNBX 50038	BNBX 50089	BNBX 50201
BNBX 50039	BNBX 50090	BNBX 50206
BNBX 50040	BNBX 50091	BNBX 50220
BNBX 50041	BNBX 50092	BNBX 50237
BNBX 50042	BNBX 50093	BNBX 50244
BNBX 50043	BNBX 50094	BNBX 50246
BNBX 50044	BNBX 50095	BNBX 50243
BNBX 50045	BNBX 50096	BNBX 50249
BNBX 50046	BNBX 50097	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

3/4/09



Robert W. Alvord