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20036

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
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April 9, 2009

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

Re: RBSAF 98-032

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 Lease, dated as of April 9, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: RBS Asset Finance, Inc.
71 S. Wacker Drive, 28th Floor
Chicago, IL 60606

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

Anne K. Quinlan, Esquire
April 9, 2009
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A description of the railroad equipment covered by the enclosed document is:

18 pieces of maintenance of way equipment manufactured by Nordco, Inc., Kershaw Manufacturing Co. and Superior Sales as more particularly set forth in the attachment to the document, a copy of which is attached hereto.

A short summary of the document to appear in the index is:

Memorandum of 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 "Alvord", with a horizontal line extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

EXHIBIT A
to
MEMORANDUM OF LEASE

1. **Equipment Schedule:** Equipment Schedule No. 032.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 032 is 84 months commencing as of December 1, 2006.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 032 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
1	Nordco	CX-N	Auto Spiker w/Nipper	410720	X4400403
1	Nordco	SP2R	Spike Puller	310050	X4700450
1	Nordco	SP2R	Spike Puller	310051	X4700451
1	Nordco	CX-GN	Auto Spiker w/Gager & Nipper	410721	X4400397
1	Kershaw	38-6	Adzer-Cribber	38-177-06	X0300194
1	Nordco	TRIPP	Tie Inserter Remover	760227	X6300199
1	Kershaw	38-6	Adzer-Cribber	38-176-06	X0300193
1	Nordco	TRIPP	Tie Inserter Remover	760233	X6300203
1	Nordco	TRIPP	Tie Inserter Remover	760228	X6300200
1	Nordco	TRIPP	Tie Inserter Remover	760229	X6300201
1	Superior Sales	MSC4101	Mechanic Tool and	MSC2997-1-06	J0403027

Parts Trailer

1	Nordco	67	Anchor Remover	670029	X0100487
1	Nordco	CX-N	Auto Spiker w/Nipper	410718	X4400401
1	Nordco	CX-N	Auto Spiker w/Nipper	410719	X4400402
1	Nordco	BAAM	Auto Anchor Machine	690032	X0100492
1	Nordco	CX-GN	Auto Spiker w/Gager & Nipper	410722	X4400398
1	Nordco	BAAM	Auto Anchor Machine	690030	X0100490
1	Nordco	BAAM	Auto Anchor Machine	690031	X0100491

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

(RBSAF - No. 98)

This Memorandum of Lease is entered into as of April 9, 2009, by and between RBS Asset Finance, Inc., a New York corporation having its principal place of business at 71 S. Wacker Drive, 28th Floor, Chicago, IL 60606 ("Lessor") and BNSF Railway Company, a Delaware corporation having its principal place of business at 2650 Lou Menk Drive, Fort Worth, TX 76131 ("Lessee").

Lessor and Lessee have entered into Lease Agreement No. 98 effective as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"). Pursuant to the Master Lease, Lessor and Lessee may enter into one or more Equipment Schedules from time to time that are identified as being pursuant to the Master Lease and incorporate by reference the terms and conditions of the Master Lease (each, as amended, supplemented or otherwise modified from time to time, an "Equipment Schedule").

Lessor and Lessee have entered into the Equipment Schedule described on the attached Exhibit A, which is incorporated herein by this reference, pursuant to which Lessor will lease the property described on Exhibit A (the "Equipment") to Lessee for the initial term described on Exhibit A.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

RBS ASSET FINANCE, INC.,
Lessor

By Keri Alberts

Name **Keri Alberts**
Assistant Vice President

Title _____

BNSF RAILWAY COMPANY,
Lessee

By L. Steven Vollmer

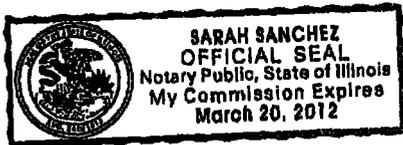
Name **L. Steven Vollmer**
General Director - Finance

Title _____

State of IL)
) ss:
County of COOK)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Keri Alberts, its Assistant Vice President, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 9th day of April, 2009.

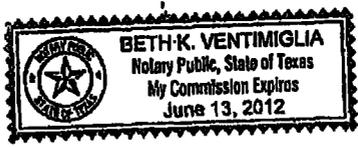


Sarah Sanchez
Notary Public

State of Texas)
) ss:
County of Tarrant)

BEFORE ME, a Notary Public in and for said County and State, personally appeared BNSF Railway Company, a Delaware corporation (the "Corporation"), by L. Steven Vollmer, its General Director - Finance, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Fort Worth, Texas, this 8 day of April, 2009.



Beth K. Ventimiglia
Notary Public

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1	Nordco	BAAM	Auto Anchor Machine	690030	X0100490
1	Nordco	BAAM	Auto Anchor Machine	690031	X0100491

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: _____

4/9/09



Robert W. Alvord