

RECORDATION NO. 27882 FILED

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**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
URBAN A. LESTER

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

April 9, 2009

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

Re: RBSAF 98-039

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, 28 <sup>th</sup> 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:

31 pieces of maintenance of way equipment manufactured by Jackson, Superior Sales, Nordco, Inc., Racine Railroad Products Inc., Brandt Road Rail Corporation, Kershaw Manufacturing Co. as more particularly set forth in the attachment to the document, a copy of which is attached hereto.

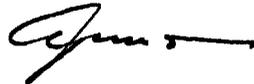
A short summary of the document to appear in the index is:

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,



Robert W. Alvord

RWA/sem  
Enclosures

**EXHIBIT A**  
to  
**MEMORANDUM OF LEASE**

1. **Equipment Schedule:** Equipment Schedule No. 039.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 039 is 84 months commencing as of July 1, 2007.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 039 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>
2	Racine	UC-S/E	Clip Machine	USC-143-07 USC-144-07	X0100522 X0100523
1	Kershaw	46-60	Ballast Regulator	46-615-07	X0600442
1	Jackson	6700-SJ	Production Switch Tamper	153450	X5400446
1	Kershaw	12-12	Tie Crane	12-1163-07	X6000275
1	Nordco	BAAM	Auto Anchor	690042	X0100529
1	Kershaw	12-12	Tie Crane	12-1164-07	X6000276
1	Kershaw	12-12	Tie Crane	12-1161-07	X6000273
3	Kershaw	12-12	Tie Crane	12-1166-07 12-1167-07 12-1165-07	X6000278 X6000279 X6000277
1	Nordco	NETP-1	Epoxy Tie Plugger	510035	X6200087
1	Nordco	BAAM	Auto Anchor	690041	X0100528
1	Nordco	CX-N	Spiker w/Nipper	410765	X4400409
2	Superior Sales	SHC6301-C	Hopper Cart	SHC3632-1-06	X8700058

				SHC3632-2-06	X8700059
1	Kershaw	12-12	Tie Crane	12-1168-07	X6000280
1	Kershaw	46-60	Ballast Regulator	46-613-07	X0600440
1	Nordco	CX-N	Spiker w/Nipper	410766	X4400410
1	Kershaw	46-60	Ballast Regulator	46-614-07	X0600441
1	Kershaw	38-6	Comb Adzer-Kribber	38-182-07	X0300198
1	Brandt	Roadrailer	Power Unit	1NPAXBEXX7D655828	X76
1	Brandt	Roadrailer	Power Unit	1NPAXBEX17D655829	X76
1	Racine	TPI	Tie Plate Inserter	TPI-016-07	X3800156
2	Racine	TPI	Tie Plate Inserter	TPI-017-07 TPI-018-07	X3800157 X3800158
2	Racine	UC-S/E	Clip Machine	USC-145-07 USC-146-07	X0100524 X0100525
1	Brandt	Roadrailer	Power Unit	1NPAXBEX87D655830	X76
2	Nordco	SP2R	Spike Puller	310073 310074	X4700455 X4700456

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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, 28<sup>th</sup> 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 Albert

Name Keri Albert  
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.

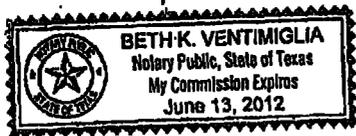


Sarah Sanchez  
Notary Public

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

EXHIBIT A  
to  
MEMORANDUM OF LEASE

1. Equipment Schedule: Equipment Schedule No. 039.
2. Initial Term: The Initial Term of Equipment Schedule No. 039 is 84 months commencing as of July 1, 2007.
3. Equipment: The Equipment covered by Equipment Schedule No. 039 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:

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2	Nordco	SP2R	Spike Puller	310073 310074	X4700455 X4700456

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