

RECORDATION NO. 27883 FILED

APR 09 '09 -1 00 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A LESTER

April 9, 2009

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

Re: RBSAF 98-040

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 th Floor Chicago, IL 60606
Lessee:	BNSF Railway Company 2500 Lou Menk Drive Fort Worth, TX 76131

Anne K. Quinlan, Esquire
April 9, 2009
Page 2

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

32 pieces of maintenance of way equipment manufactured by Jackson, Superior Sales, Nordco, Inc., Racine Railroad Products Inc., Caterpillar, Teleweld, Inc., Miller and Plasser American Corporation 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. 040.

2. **Initial Term:** The Initial Term of Equipment Schedule No. 040 is 84 months commencing as of August 1, 2007.

3. **Equipment:** The Equipment covered by Equipment Schedule No. 040 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 Applicator/ Remover	USC-149-07 USC-150-07	X0100544 X0100545
1	Caterpillar	140-H	Motor Grader	CCA02422	X2500059
1	Nordco	SP2R	Spike Puller	310085	X4700457
1	Teleweld	CWR	Rail Heater	HC07BN1/HC07BN2	X8200080 - X8201080
1	Nordco	BAAM	Auto Anchor	690043	X0100530
2	Racine	DAA	Anchor Adjuster	DAA-253-07 DAA-254-07	X0100538 X0100539
2	Racine	TPI	Tie Place Inserter	TPI-024-07 TPI-025-07	X3800162 X3800163
1	Racine	UC-S/E	Clip Applicator/ Remover	UCS-151-07	X0100546
1	Jackson	3300-S	Switch Chase Tamper	153473	X5600252
1	Racine	UC-S/E	Clip Applicator/ Remover	UCS-152-07	X0100547
1	Racine	UC-S/E	Clip Applicator/	UCS-154-07	X0100549

			Remover		
1	Caterpillar	428B	Skid Steer	SCL01908	X2400537
1	Racine	TPI	Tie Place Inserter	TPI-019-07	X3800159
2	Superior Sales	SHC6301	Bulk Hopper Cart	SHC3880-1-07 SHC3880-2-076	X8700060 X8700061
2	Racine	TPI	Tie Place Inserter	TPI-020-07 TPI-021-07	X3800160 X3800161
1	Racine	TPI	Tie Place Inserter	TPI-026-07	X3800164
1	Jackson	6700-SJ	Production Switch Tamper	153469	X5400447
1	Jackson	3300-S	Switch Chase Tamper	153472	X5600251
1	Racine	UC-S/E	Clip Applicator/ Remover	UCS-153-07	X0100548
2	Miller	302-D	Diesel Welder	LH120027Q LH170064Q	X7701857 X7701858
2	Nordco	SP2R	Spike Puller	310086 310087	X4700458 X4700459
1	Plasser	BDS-100/200	Ballast Distribution System	3310 & 3311	X9000009-X9000010
2	Racine	UC-S/E	Clip Applicator/ Remover	UCS-147-07 UCS-148-07	X0100542 X0100543
1	Caterpillar	428B	Skid Steer	SCL01900	X2400536

APR 09 '09 -1 00 PM

MEMORANDUM OF LEASE

(RBSAF - No. 98)

SURFACE TRANSPORTATION BOARD

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 Alberta

Name Keri Alberta
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. 040.
2. Initial Term: The Initial Term of Equipment Schedule No. 040 is 84 months commencing as of August 1, 2007.
3. Equipment: The Equipment covered by Equipment Schedule No. 040 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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1	Nordco	SP2R	Spike Puller	310085	X4700457
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1	Racine	UC-S/E	Clip Applicator/ Remover	UCS-151-07	X0100546
1	Jackson	3300-S	Switch Chase Tamper	153473	X5600252
1	Racine	UC-S/E	Clip Applicator/ Remover	UCS-152-07	X0100547
1	Racine	UC-S/E	Clip Applicator/	UCS-154-07	X0100549

Remover

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1	Racine	TPI	Tie Place Inserter	TPI-019-07	X3800159
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1	Racine	TPI	Tie Place Inserter	TPI-026-07	X3800164
1	Jackson	6700-SJ	Production Switch Tamper	153469	X5400447
1	Jackson	3300-S	Switch Chase Tamper	153472	X5600251
1	Racine	UC-S/E	Clip Applicator/ Remover	UCS-153-07	X0100548
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1	Caterpillar	428B	Skid Steer	SCL01900	X2400536

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