

RECORDATION NO. 27893 FILED

APR 09 '09 -1 00 PM

**SURFACE TRANSPORTATION BOARD**

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1984)

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 98-050

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

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

51 pieces of maintenance of way equipment manufactured by Nordco, Inc., Racine Railroad Products Inc., Kershaw Manufacturing Co., Superior Sales and Jackson 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. 050.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 050 is 84 months commencing as of May 1, 2008.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 050 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	Kershaw	12-12	Tie Crane	12-1215-08 12-1216-08	X6000294 X6000295
3	Nordco	SP2R	Spiker Puller	310118 310117 310115	X4700468 X4700467 X4700465
2	Jackson	3300-S	Switch/Chase Tamper	153530 153529	X5600255 X5600254
2	Jackson	6700-SJ	Production Tamper	153525 153526	X5400461 X5400462
4	Superior Sales	PC-4101	HD Push Cart	PC4740-4-08 PC4740-1-08 PC4740-2-08 PC4740-3-08	J0400640 J0400641 J0400642 J0400643
3	Nordco	CX-N	Spiker with Nipper	410828 410826 410827	X4400425 X4400423 X4400424
1	Racine	DAA	Dual Anchor Adjuster	DAA-264-08	X0100557
2	Racine	DAS	Anchor Spreader	DAS-204-08 DAS-205-08	X0100550 X0100555

1	Kershaw	RS64DL	Scorpion Ramp Car	RS64DL-153-08	J6300027
2	Racine	UC-S/E	Ultra Clipper	UCS-163-08 UCS-164-08	X0100558 X0100559
1	Superior Sales	SHC6301	Hopper Cart	SHC4745-08	X8700068
1	Kershaw	12-12	Tie Crane	12-1217-08	X6000296
1	Jackson	6700-SJ	Production Tamper	153524	X5400460
1	Nordco	CX-NG	Spiker with Gager	410829	X4400426
2	Nordco	SP2R	Spiker Puller	310120 310119	X4700470 X4700469
2	Nordco	BAAM	Auto Anchor	690049 690048	X0100575 X0100574
1	Nordco	SP2R	Spiker Puller	310116	X4700466
2	Nordco	SP2R	Spiker Puller	310121 310122	X4700471 X4700472
1	Nordco	BAAM	Auto Anchor	690050	X0100576
1	Nordco	NVCAR-RBUG	Lag Driver	450006RB-UG	X0100584
2	Racine	UC-S/E	Ultra Clipper	UCS-165-08 UCS-166-08	X0100560 X0100561
1	Kershaw	46-60	Ballast Regulator	46-659-08	X0600461
2	Racine	UC-S/E	Ultra Clipper	UCS-167-08 UCS-168-08	X0100562 X0100563
2	Racine	UC-S/E	Ultra Clipper	UCS-161-08 UCS-162-08	X0100553 X0100554
3	Kershaw	12-12	Tie Crane	12-1224-08 12-1222-08 12-1223-08	X6000303 X6000301 X6000302
1	Kershaw	46-60	Ballast Regulator	46-658-08	X0600460

1	Kershaw	46-60	Ballast Regulator	46-657-08	X0600459
3	Kershaw	12-12	Tie Crane	12-1219-08	X6000298
				12-1220-08	X6000299
				12-1218-08	X6000297
1	Kershaw	12-12	Tie Crane	12-1221-08	X6000300

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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 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. 050.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 050 is 84 months commencing as of May 1, 2008.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 050 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	Kershaw	12-12	Tie Crane	12-1215-08 12-1216-08	X6000294 X6000295
3	Nordco	SP2R	Spiker Puller	310118 310117 310115	X4700468 X4700467 X4700465
2	Jackson	3300-S	Switch/Chase Tamper	153530 153529	X5600255 X5600254
2	Jackson	6700-SJ	Production Tamper	153525 153526	X5400461 X5400462
4	Superior Sales	PC-4101	HD Push Cart	PC4740-4-08 PC4740-1-08 PC4740-2-08 PC4740-3-08	J0400640 J0400641 J0400642 J0400643
3	Nordco	CX-N	Spiker with Nipper	410828 410826 410827	X4400425 X4400423 X4400424
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2	Racine	DAS	Anchor Spreader	DAS-204-08 DAS-205-08	X0100550 X0100555

1	Kershaw	RS64DL	Scorpion Ramp Car	RS64DL-153-08	J6300027
2	Racine	UC-S/E	Ultra Clipper	UCS-163-08 UCS-164-08	X0100558 X0100559
1	Superior Sales	SHC6301	Hopper Cart	SHC4745-08	X8700068
1	Kershaw	12-12	Tie Crane	12-1217-08	X6000296
1	Jackson	6700-SJ	Production Tamper	153524	X5400460
1	Nordco	CX-NG	Spiker with Gager	410829	X4400426
2	Nordco	SP2R	Spiker Puller	310120 310119	X4700470 X4700469
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1	Nordco	SP2R	Spiker Puller	310116	X4700466
2	Nordco	SP2R	Spiker Puller	310121 310122	X4700471 X4700472
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1	Nordco	NVCAR-RBUG	Lag Driver	450006RB-UG	X0100584
2	Racine	UC-S/E	Ultra Clipper	UCS-165-08 UCS-166-08	X0100560 X0100561
1	Kershaw	46-60	Ballast Regulator	46-659-08	X0600461
2	Racine	UC-S/E	Ultra Clipper	UCS-167-08 UCS-168-08	X0100562 X0100563
2	Racine	UC-S/E	Ultra Clipper	UCS-161-08 UCS-162-08	X0100553 X0100554
3	Kershaw	12-12	Tie Crane	12-1224-08 12-1222-08 12-1223-08	X6000303 X6000301 X6000302
1	Kershaw	46-60	Ballast Regulator	46-658-08	X0600460

1	Kershaw	46-60	Ballast Regulator	46-657-08	X0600459
3	Kershaw	12-12	Tie Crane	12-1219-08 12-1220-08 12-1218-08	X6000298 X6000299 X6000297
1	Kershaw	12-12	Tie Crane	12-1221-08	X6000300

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