

RECORDATION NO. 27894 REC

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ALVORD AND ALVORD
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WASHINGTON, D.C.
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SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
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E-MAIL alvordlaw@aol.com

April 9, 2009

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

Re: RBSAF 98-051

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

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

31 pieces of maintenance of way equipment manufactured by Nordco, Inc., Caterpillar, Racine Railroad Products Inc., DitchWitch, Harsco (HTT), 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,

A handwritten signature in black ink, appearing to read "R. 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. 051.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 051 is 84 months commencing as of June 1, 2008.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 051 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>
3	Racine	TPI	Tie Plate Inserter	TPI-034-08 TPI-035-08 TPI-036-08	X3800168 X3800169 X3800170
4	Superior Sales	PC-4101	HD Push Cart	PC4742-1-08 PC4742-2-08 PC4742-3-08 PC4742-4-08	J0400644 J0400645 J0400646 J0400647
2	Superior Sales	MSC-4101	Mechanics Tool Cart	MSC4741-08 MSC4744-08	J0403030 J0403031
1	Caterpillar	CMC-312C	Magnet Crane	CBA04613	X6000288
1	Jackson	6700-SJ	Production Tamper	153527	X5400463
1	Jackson	3300-S	Switch Chase/Tamper	153531	X5600256
1	Superior Sales	SHC6301	Hopper Cart	SHC4990-1-08	X8700069
2	Racine	SAR	Clip Applicator- Remover	SAR-194-08 SAR-195-08	X0100564 X0100565
1	DitchWitch	RT55-H	Trencher-Ditcher	CMWRT55HC70000275	X9300144
1	Nordco	CX-N	Spiker/Nipper	410832	X4400430

1	Nordco	CX-N	Spiker/Nipper	410833	X4400431
2	Nordco	CX-N	Spiker/Nipper	410834 410835	X4400432 X4400433
1	Nordco	BAAM	Auto Anchor	690051	X0100577
2	Caterpillar	12-H	Motor Grader	CBK01145 CBK01314	X2500060 X2500061
1	Caterpillar	972-H	Front End Loader	A7D00618	X2400551
1	Caterpillar	CMC-312C	Magnet Crane	CBA04614	X6000304
3	HTT	RMC305D1-26	Tie Inserter-Remover	257817 257818 257819	X6300209 X6300210 X6300211
1	HTT	RMC305D1-26	Tie Inserter-Remover	257820	X6300212
1	Jackson	6700-SJ	Production Tamper	153528	X5400464
1	Jackson	3300-S	Switch Chase/Tamper	153532	X5600257

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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 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.

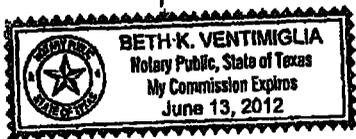


Sarah Sanchez
Notary Public

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

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2. **Initial Term:** The Initial Term of Equipment Schedule No. 051 is 84 months commencing as of June 1, 2008.
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<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
3	Racine	TPI	Tie Plate Inserter	TPI-034-08 TPI-035-08 TPI-036-08	X3800168 X3800169 X3800170
4	Superior Sales	PC-4101	HD Push Cart	PC4742-1-08 PC4742-2-08 PC4742-3-08 PC4742-4-08	J0400644 J0400645 J0400646 J0400647
2	Superior Sales	MSC-4101	Mechanics Tool Cart	MSC4741-08 MSC4744-08	J0403030 J0403031
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1	DitchWitch	RT55-H	Trencher-Ditcher	CMWRT55HC70000275	X9300144
1	Nordco	CX-N	Spiker/Nipper	410832	X4400430

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1	Caterpillar	972-H	Front End Loader	A7D00618	X2400551
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1	HTT	RMC305D1-26	Tie Inserter-Remover	257820	X6300212
1	Jackson	6700-SJ	Production Tamper	153528	X5400464
1	Jackson	3300-S	Switch Chase/Tamper	153532	X5600257

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