

RECORDATION NO. 27894 FILED

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
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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 98-053

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

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

12 pieces of maintenance of way equipment manufactured by Caterpillar, Racine Railroad Products Inc., Ditch Witch, Kershaw Manufacturing Co. and Swingmaster as more particularly set forth in the attachment to the document, a copy of which is attached hereto.

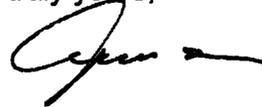
A short summary of the document to appear in the index is:

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 flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

EXHIBIT A
to
MEMORANDUM OF LEASE

1. **Equipment Schedule:** Equipment Schedule No. 053.

2. **Initial Term:** The Initial Term of Equipment Schedule No. 053 is 84 months commencing as of August 1, 2008.

3. **Equipment:** The Equipment covered by Equipment Schedule No. 053 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	Jackson	3300-S	Switch Chase/Tamper	153539	X5600259
1	Caterpillar	CMC-312C	Magnet Crane	CBA04616	X6000306
1	Racine	SAR	Clip Applicator- Remover	SAR-197-08	X0100567
1	Ditch Witch	RT95-M	Trencher-Ditcher	CMWRT95MC80000209	X9300146
1	Racine	DAS	Dual Anchor Spreader	DAS-207-08	X0100581
1	Caterpillar	966-H	Front End Loader	A6D00736	X2400549
1	Racine	DAS	Dual Anchor Spreader	DAS-206-08	X0100580
1	Caterpillar	950-H	Front End Loader	K5K00278	X2400547
1	Kershaw	38-6	Adzer Cribber	38-186-08	X0300200
1	Swingmaster	181-TC	Crane Loader	2008181TCL0251	X2400546
1	Ditch Witch	RT95-M	Trencher-Ditcher	CMWRT95ME80000208	X9300145
1	Ditch Witch	RT95-M	Trencher-Ditcher	CMWRT95MC80000212	X9300147

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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

EXHIBIT A
to
MEMORANDUM OF LEASE

1. Equipment Schedule: Equipment Schedule No. 053.
2. Initial Term: The Initial Term of Equipment Schedule No. 053 is 84 months commencing as of August 1, 2008.
3. Equipment: The Equipment covered by Equipment Schedule No. 053 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	Jackson	3300-S	Switch Chase/Tamper	153539	X5600259
1	Caterpillar	CMC-312C	Magnet Crane	CBA04616	X6000306
1	Racine	SAR	Clip Applicator- Remover	SAR-197-08	X0100567
1	Ditch Witch	RT95-M	Trencher-Ditcher	CMWRT95MC80000209	X9300146
1	Racine	DAS	Dual Anchor Spreader	DAS-207-08	X0100581
1	Caterpillar	966-H	Front End Loader	A6D00736	X2400549
1	Racine	DAS	Dual Anchor Spreader	DAS-206-08	X0100580
1	Caterpillar	950-H	Front End Loader	K5K00278	X2400547
1	Kershaw	38-6	Adzer Cribber	38-186-08	X0300200
1	Swingmaster	181-TC	Crane Loader	2008181TCL0251	X2400546
1	Ditch Witch	RT95-M	Trencher-Ditcher	CMWRT95ME80000208	X9300145
1	Ditch Witch	RT95-M	Trencher-Ditcher	CMWRT95MC80000212	X9300147

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