

RECORDATION NO. 27925 FILED

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SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

April 24, 2009

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

Re: RBSAF 98-064

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 March 16, 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

Anne K. Quinlan, Esquire
April 24, 2009
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A description of the railroad equipment covered by the enclosed document is:

12 pieces of maintenance of way equipment manufactured by Superior, Nordco Inc., Jackson, Harsco (HTT), Plasser American Corporation and Kershaw Manufacturing Co. as more particularly set forth in the attachment to the document.

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

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

(RBSAF - No. 98)

This Memorandum of Lease is entered into as of March 16, 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

Title AVP

BNSF RAILWAY COMPANY,
Lessee

By Todd Bailey

Name TODD BAILEY

Title DIRECTOR FINANCE

State of IL)
County of Cook) ss:

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 AVP, 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 11th day of MARCH, 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 Todd J. Bailey, its 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 13th day of March, 2009.

Beth K. Ventimiglia
Notary Public

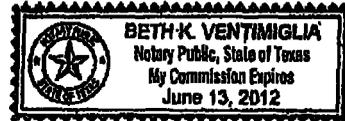


EXHIBIT A
to
MEMORANDUM OF LEASE

1. Equipment Schedule: Equipment Schedule No. 064.
2. Initial Term: The Initial Term of Equipment Schedule No. 064 is 84 months commencing as of May 1, 2009.
3. Equipment: The Equipment covered by Equipment Schedule No. 064 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>
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Equipment Location: 5324 East Trent, Spokane, WA 99212 (Spokane County)

2	Nordco	BAAM	Auto Anchor Machine	690064 690065	X0100616 X0100617
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Equipment Location: Intersection at Hwy 15 & Hwy 215, Devore Heights, CA 92407 (San Bernardino County)

1	Nordco	CX-NG	Auto Spiker	410890	X4400447
2	Nordco	SP2R	Spike Puller	310160 310161	X4700484 X4700485

Equipment Location: 300 First Street, Mandan, ND 58554 (Morton County)

1	Nordco	BAAM	Auto Anchor Machine	690063	X0100615
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Equipment Location: 415 East Willingham Street, Cleburne, TX 76031 (Johnson County)

2	Kershaw	RS64DL	Scorpion Ramp Car	RS64DL-166-09 RS64DL-169-09	J6300036 J6300037
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Equipment Location: 11002 Sapp Bros. Drive, Omaha, NE 68138 (Douglas County)

1	Superior	SHC6301	Hopper Cart	SHC6018-2-09	X8700074
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Equipment Location: 1625 North Lexington, Springfield, MO 65802 (Greene County)

1 Plasser 08-16-NT Nipper Tamper 3370 X5300084

Equipment Location: 3940 North Railroad Avenue, Pasco, WA 99301 (Franklin County)

1 Plasser 08-16-NT Nipper Tamper 3371 X5300085

Equipment Location: 107 North Gillette Avenue, Gillette, WY 82716 (Campbell County)

1 Jackson/HTT 6700-SJ Production Tamper 153614 X5400472

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:

4/24/09



Robert W. Alvord