

RECORDATION NO. 27987 FEB

JUN 19 '09 -8 00 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A LESTER

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
—  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

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

June 19, 2009

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

Re: RBSAF No. 98-030

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 (RBSAF No. 98-030), 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.  
480 Jefferson Blvd.  
Warwick RI 02886

Lessee: BNSF Railway Company  
2500 Lou Menk Drive  
Fort Worth, TX 76131

Anne K. Quinlan, Esquire  
June 19, 2009  
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A description of the railroad equipment covered by the enclosed document is:

16 pieces of maintenance of way equipment: 2 Racine DAA Dual Anchor Adjusters S/Ns DAA-242-06 and DAA-243-06; Kershaw 38-6 Adzer-Cribber 38-175-06; Kershaw 35-13 Plate Broom 35-150-06; 2 Nordco Auto Lift Rail Lifters S/Ns 791016-06 and 791017-06; Nordco NETP-1 Tie Plugger 510033-06; Nordco TRIPP Tie Inserter Remover 760226-06; 4 Harsco 85-A3-26 Tie Plate Retrievers S/Ns 6300916, 6300926, 6300936 and 6300946; 2 Superior Sales SHC6301 Scrap Hopper Carts SHC2998-2 and SHC2998-3; and Kershaw 12-12 Tie Crane 12-1130-06.

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

Memorandum of Lease (RBSAF No. 98-030).

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 'Robert W. Alvord', with a stylized, cursive flourish.

Robert W. Alvord

RWA/sem  
Enclosures

REGISTRATION NO. 27987 FEB

JUN 19 '09 -8 00 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

(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 Karl Alberts

Name Karl Alberts  
Assistant Vice President  
Title \_\_\_\_\_

BNSF RAILWAY COMPANY,  
Lessee

By L. Steven Vollmer

Name L. Steven Vollmer  
General Director - Finance  
Title \_\_\_\_\_

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 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 )  
County of Tarrant ) ss:

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 Voller, 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. 030.

2. Initial Term: The Initial Term of Equipment Schedule No. 030 is 84 months commencing as of October 1, 2006.

3. Equipment: The Equipment covered by Equipment Schedule No. 030 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	Harsco	85-A3-26	Tic Plate Retriever	6300946	X8500047
1	Nordco	Auto Lift	Rail Lifter	791016-06	X3800154
1	Nordco	Auto Lift	Rail Lifter	791017-06	X3800155
1	Kershaw	12-12	Tie Crane	12-1130-06	X6000262
1	Kershaw	38-6	Adzer-Cribber	38-175-06	X0300192
1	Nordco	TRIPP	Tic Inserter Remover	760226-06	X6300198
1	Kershaw	35-13	Plate Broom	35-150-06	X0500096
1	Racine	DAA	Dual Anchor Adjuster	DAA-242-06	X0100511
1	Racine	DAA	Dual Anchor Adjuster	DAA-243-06	X0100512
1	Superior	SHC6301	Scrap Hopper Cart	SHC2998-2	X8700055
1	Superior	SHC6301	Scrap Hopper Cart	SHC2998-3	X8700056
1	Nordco	NEPT-1	Tic Plugger	510033-06	X6200085

1	Harsco	85-A3-26	Tie Plate Retriever	6300936	X8500046
1	Harsco	85-A3-26	Tie Plate Retriever	6300916	X8500044
1	Harsco	85-A3-26	Tie Plate Retriever	6300926	X8500045
1	Kershaw	35-14	Double Broom	35-149-06	X0500095