

RECORDATION NO. 27296 - C
FILED

APR 29 '10 - 3 35 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A LESTER

April 29, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Release of Security Interest, dated as of April 29, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Mortgage and related documents previously filed with the Board under Recordation Number 27296.

The name and address of the party to the enclosed document are:

Security Trustee: Wells Fargo Bank Northwest, National
Association
299 South Main Street
Salt Lake City, UT 84111

[Borrower: BBRX Five LLC
885 Second Avenue, 49th Floor
New York, NY 10017]

discussion of a federal tax issue in this communication or in any attachment is not intended to be used, and it cannot be used, for the purpose of avoiding federal tax penalties

Section Chief
April 29, 2010
Page 2

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

1,113 railcars RELEASED:

199 railcars: CSXT 494500 - CSXT 494699 (excluding CSXT 494648)
222 railcars within the series BNBX 40115 - BNBX 40592
242 railcars within the series BNBX 120110 - BNBX 120374
210 railcars: AOK 65500 - AOK 65709
25 railcars: GBRX 65425 - GBRX 65449
26 railcars within the series BNBX 95072 - BNBX 95716
19 railcars: GBRX 65000 - GBRX 65019 (excluding GBRX 65014)
25 railcars: AOK 34375 - AOK 34399
20 railcars: BNBX 120750 - BNBX 120769
125 railcars: TVAX 26125 - TVAX 26249

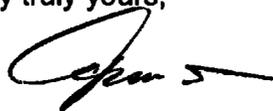
A short summary of the document to appear in the index is:

Partial Release of Security Interest

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

APR 29 '10 -3 35 PM

PARTIAL RELEASE OF SECURITY INTEREST

SURFACE TRANSPORTATION BOARD

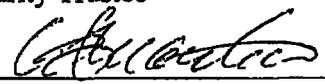
The undersigned, WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, a national banking association organized under the laws of the United States of America, as Security Trustee (the "Security Trustee") under the Security Agreement, dated as of December 21, 2007 (the "Security Agreement"), by and between BBRX Five LLC, as Borrower (the "Borrower"), the lenders named therein, and Australia and New Zealand Banking Group Limited, as agent, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, does hereby partially terminate, release and discharge the security interests held by it insofar as the same encumber that certain Items of Equipment and Leases identified on Schedule A attached hereto (the "Released Equipment") and subject to the Memorandum of Mortgage (as defined below).

Such security interests were granted pursuant to that certain (i) Memorandum of Mortgage, between the Borrower, as grantor, in favor of the Security Trustee, which was filed with the Surface Transportation Board on December 21, 2007 at 2:30 p.m. under Recordation Number 27296 and (ii) Memorandum of Mortgage, between the Borrower, as grantor, in favor of the Security Trustee, which was filed with the Surface Transportation Board on December 21, 2007 at 2:30 p.m. under Recordation Number 27294 (hereafter each of the Memorandum of Mortgage referred to in (i) and (ii) above will be collectively referred to as the "Memorandum of Mortgage").

This instrument is executed upon the express condition that nothing herein contained shall be construed to release from the lien of the Security Agreement and Memorandum of Mortgage or to impair said lien upon any property subject thereto except the Released Equipment.

IN WITNESS WHEREOF, Security Trustee, has caused this instrument to be executed by its officer thereunto duly authorized this 29th day of April, 2010.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION,
as Security Trustee

By: 

Name. G. Brad Martin
Asst. Vice President

Title: _____

STATE OF [Utah])

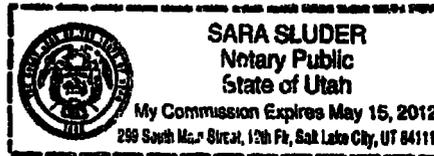
) ss:

COUNTY OF [Salt Lake])

On this 29th day of April, 2010 before me personally appeared G. Brad Martin, to me personally known, who, being by me duly sworn, said that he/she is a A.V.P. of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that he/she is authorized to execute the foregoing instrument on behalf of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of foregoing instrument was the free act and deed of the corporation.

Sara Sluder
NOTARY PUBLIC

My commission expires: May 15, 2012



SCHEDULE A

EQUIPMENT

Lease / Storage #	Lessee / Storage	# of Units	Year Built/ Manufacturer	Description	Reporting Marks	Casualty Marks	Casualty Type
1	CSX Transportation, Inc.	199	2007 by National Steel Car Limited	42' Single Covered Coil Cars, 286,000 GRL, AAR Car Type Code E241	CSXT 494500- 494699, inclusive. (Originally 200 cars, less one settled casualty)	One settled casualty CSXT 494648	AAR Rule 107
2	Detroit Edison	222	1998 by Johnstown America	4480 CF Aluminum Rotary dump coal gondolas, 286,000 GRL, AAR Car Type Code J311	BNBX 40115, 40122, 40126, 40127, 40132, 40138, 40141, 40143, 40146-40150, inclusive, 40153, 40155-40157, inclusive; 40164, 40165, 40167, 40178, 40181-40183, inclusive; 40186-40188, inclusive, 40190-40193, inclusive; 40196, 40199, 40201, 40204-40206, inclusive, 40208, 40219, 40223-40225, inclusive, 40228, 40229, 40234, 40236, 40238, 40239, 40243, 40245, 40246, 40248, 40249, 40253-40257, inclusive; 40259-40264, inclusive; 40266, 40268, 40273, 40276, 40278, 40279, 40282-40284, inclusive; 40286, 40287, 40293, 40295, 40298, 40299, 40302, 40306-40308, inclusive; 40311, 40317, 40318, 40320-40324, inclusive; 40326, 40327, 40329, 40331-40333, inclusive; 40335, 40337-40339, inclusive; 40341, 40342, 40347, 40348, 40352, 40353, 40355-40358, inclusive; 40360, 40361, 40364-40366, inclusive; 40368-40373, inclusive, 40375, 40376, 40378, 40380, 40381, 40386-40389,	Four settled casualties: CEFX 40178, 40326, 40587, and BNBX 40375 [Formerly marked CEFX]	AAR Rule 107

Lease / Storage #	Lessee / Storage	# of Units	Year Built/ Manufacturer	Description	Reporting Marks	Casualty Marks	Casualty Type
3	Entergy Gulf States	242	2006 by FreightCar America, Inc	4520 CF Aluminum body BethGon II Coal Porter railcars, 286,000 lbs GRL, AAR car type code J311	<p>inclusive; 40392, 40393, 40395-40397, inclusive; 40399, 40400, 40402, 40404-40407, inclusive, 40410, 40413, 40415, 40418, 40419, 40421, 40427-40429, inclusive; 40432, 40437, 40439-40441, inclusive, 40445-40447, inclusive; 40449, 40454, 40458-40460, inclusive; 40464, 40466-40468, inclusive, 40471, 40472, 40483, 40484, 40490, 40491, 40493, 40495, 40501, 40502, 40506, 40509-40511, inclusive, 40513-40515, inclusive, 40518, 40519, 40521, 40524, 40525, 40527, 40528, 40530, 40533-40535, inclusive; 40539, 40541-40543, inclusive; 40545, 40546, 40548-40550, inclusive, 40553, 40559, 40560, 40563-40565, inclusive; 40567, 40568, 40573, 40575, 40576, 40579, 40580, 40584, and 40587-40592, inclusive. (Originally 226 cars, less four settled casualties)</p> <p>[Formerly marked CEFX]</p> <p>BNBX 120110-120126, inclusive; 120128-120132, inclusive; 120135-120239, inclusive; 120241-120265, inclusive, 120267, 120268, 120279-120283, inclusive, 120287-120292, inclusive; 120294-120313, inclusive; 120315-120327, inclusive; and 120331-120374, inclusive.</p>	None	AAR Rule 107

Lease / Storage #	Lessee / Storage	# of Units	Year Built/ Manufacturer	Description	Reporting Marks	Casualty Marks	Casualty Type
4	Greenbrier Leasing Company LLC	210	2006 by Trinity North American Freight Car, Inc	5161 CF through-sill triple hopper covered grain railcars, 286,000 GRL, AAR Car Type Code C114	AOK 65500-65709, inclusive.	None	AAR Rule 107
5	Knauf Insulation GMBH	25	2006 by Trinity North American Freight Car, Inc	3281 CF Cement Covered Hoppers, 286,000 GRL, with three (3) 30" circular loading hatches and two (2) Miner MKE 10183K gravity discharge outlets with gaskets, AAR Car Type Code C112	GBRX 65425-65449, inclusive.	None	Stipulated Loss Value
6	Phoenix Cement	26	3-1999, 22-2000, 1-2001 by Thrall	3230 CF PD Covered Hoppers, 286,000 GRL, AAR Car Type Code C612	BNBX 95072, 95080, 95084, 95397, 95432, 95448-95450 inclusive, 95469, 95475, 95476, 95485-95495 inclusive; 95497, 95498, 95500, and 95716 [Formerly marked CEFX]	None	AAR Rule 107
7	Riverside Cement Company	19	2006 by Trinity North American Freight Car, Inc	3230 CF Pressure Differential Covered Hoppers 286,000 GRL, AAR Car Type Code C612	GBRX 65000-65019, inclusive (Originally 20 cars, less one settled casualty)	One settled casualty: GBRX 65014	Stipulated Loss Value
8	Soo Line	25	2006 by Trinity North American Freight Car, Inc	112 ton, 42-ft Coil Steel railcars with continuous trough coil covers and movable crossbars, AAR Car Type Code E241	AOK 34375-34399, inclusive	None	Greater of Stipulated Loss Value or AAR Rule 107

Lease / Storage #	Lessee / Storage	# of Units	Year Built/ Manufacturer	Description	Reporting Marks	Casualty Marks	Casualty Type
9	Superior Wells Services	20	2006 by Trinity North American Freight Car, Inc	3281 CF Covered Hoppers, 286,000 GRL, AAR Car Type Code C112	ENBX 120750-120769, inclusive	None	Greater of Stipulated Loss Value or AAR Rule 107
10	Tennessee Valley Authority	125	2006 by FreightCar America, Inc	4200 CF Aluminum body Rotary AutoFlood III™ open top coal hoppers, 286,000 lbs GRL, AAR Car Type Code K341	TVAX 26125-26249, inclusive	None	Greater of Stipulated Loss Value or AAR Rule 107
11	Greenbrier Leasing Company LLC (formerly on lease with The CIT Group/Equipment Financing, Inc)	440	2002 by Gunderson	A406-Standard 50' cushioned underframe plate F Boxcars with 286,000 GRL and 12' plug doors on 50K available steel floors	IBT 18400-18500 inclusive; 18502-18529 inclusive, 18531-18604 inclusive; 18606-18627 inclusive, 18629-18749 inclusive, 18751, 18753-18783 inclusive; 18785-18803 inclusive; and 18805-18849 inclusive (Originally 442 cars, less two settled casualties)	Two settled casualties: IBT 18418, 18537	AAR Rule 107
12	Storage: Wisconsin & Southern Railroad Co (Madison, WI) (formerly on lease with BC Rail Partnership)	48	2003 by TrentonWorks Limited	73' 0" 110-ton Centerbeam Car Plate C 286,000 lb Gross Rail Load	AOK 21530-21579 inclusive (Originally 50 cars, less two settled casualties)	Two settled casualties: AOK 21551, 21578	N/A

Lease / Storage #	Lessee / Storage	# of Units	Year Built/ Manufacturer	Description	Reporting Marks	Casualty Marks	Casualty Type
13	Storage. Kansas & Oklahoma Railroad (Watco) (Salina, KS)	45	2002 and 2003 by Gunderson, Inc.	60' 9" Plate F Boxcar, 286,000 lb Gross Rail Load with 15" End of Car Cushioning, Double 8' 0" x 12' 4" Plug Doors	2002 built. AOK 354619, 354626, 354632, 354637, 354643, 354660, 354662, and 354665. 2003 built. AOK 354671, 354673, 354682, 354718, 354719, 354731, 354734, 354768, 354774, 354778, 354779, 354783, 354791, 354818, 354819, 354820, 354830, 354832, 354836, 354838, 354849, 354851, 354866, 354869, 354875, 354879, 354885, 354889, 354904, 354917, 354933, 354938, 354945, 354950, 354955, 354988, and 354994 [Formerly marked UP]	None	N/A
14	Storage Manufacturers Railway Co (E St- Louis, MO)	10	2003 by Gunderson, Inc	60' 9" Plate F Boxcar, 286,000 lb Gross Rail Load with 15" End of Car Cushioning, Double 8' 0" x 12' 4" Plug Doors	AOK 354752, 354758, 354767, 354787, 354792, 354793, 354825, 354884, 354949, and 354966 [Formerly marked UP]	None	N/A

Lease / Storage #	Lessee / Storage	# of Units	Year Built/ Manufacturer	Description	Reporting Marks	Casualty Marks	Casualty Type
15	Storage: Rio Valley Switching (Harlingen, TX) (BBRX Five, LLC)	50 (of 99 cars stored)	2002 and 2003 by Gunderson, Inc	60' 9" Plate F Boxcar, 286,000 lb Gross Rail Load with 15" End of Car Cushoning, Double 8' 0" x 12' 4" Plug Doors	<p>2002 built: AOK 354615, 354621, 354623, 354627, 354628, 354636, 354638, 354641, 354649, 354655, 354661, and 354663</p> <p>2003 built: AOK 354666, 354668, 354670, 354674, 354675, 354678, 354679, 354685, 354687, 354689, 354691, 354696, 354710, 354716, 354720, 354726, 354727, 354736, 354743, 354748, 354751, 354753, 354763, 354766, 354769, 354772, 354786, 354790, 354795, 354798, 354800, 354804-354806, inclusive, 354810, 354811, 354814, and 354821</p>	None	N/A

[Formerly marked UP]

Lease / Storage #	Lessee / Storage	# of Units	Year Built/ Manufacturer	Description	Reporting Marks	Casualty Marks	Casualty Type
16	Canadian National Railway (new lease)	97	2002 and 2003 by Gunderson, Inc	60' 9" Plate F Boxcar, 286,000 lb Gross Rail Load with 15" End of Car Cushioning, Double 8' 0" x 12' 4" Plug Doors	<p>2002 built: AOK 354617, 354618, 354620, 354622, 354634, 354642, 354644, 354645, 354647, 354650, 354654, 354656, 354658, and 354659.</p> <p>2003 built: AOK 354672, 354677, 354683, 354690, 354692, 354694, 354695, 354697, 354698, 354700, 354706, 354711, 354712, 354714, 354717, 354721, 354725, 354728-354730, inclusive, 354733, 354735, 354737, 354741, 354742, 354746, 354747, 354749, 354759, 354770, 354771, 354773, 354776, 354777, 354780, 354781, 354788, 354789, 354796, 354801, 354803, 354807, 354808, 354813, 354815, 354822-354824, inclusive, 354826, 354829, 354839, 354846, 354847, 354854, 354860, 354865, 354867, 354868, 354871, 354872, 354877, 354881, 354887, 354888, 354898, 354906, 354912, 354919, 354930, 354931, 354937, 354940, 354941, 354948, 354960, 354962, 354963, 354968, 354971, 354982, 354991, 354992, and 354998.</p> <p>[Formerly marked UP]</p>	None	AAR Rule 107

Lease / Storage #	Lessee / Storage	# of Units	Year Built/ Manufacturer	Description	Reporting Marks	Casualty Marks	Casualty Type
17	Potlatch Corporation	75	2003 by Gunderson-Concarril, S.A de CV	AAR Code B617, 60' Plate E Boxcars with double 8' sliding doors, 286,000 GRL	AOK 120000, 120004, 120008-120009 inclusive; 120011, 120013-120016 inclusive, 120022, 120026-120028 inclusive, 120030, 120032-120034 inclusive, 120037, 120039, 120047, 120053-120055 inclusive; 120058, 120060, 120062, 120064, 120066-120070 inclusive; 120074-120075 inclusive, 120077-120080 inclusive; 120082, 120084-120085 inclusive, 120087-120088 inclusive, 120090, 120095, 120099-120101 inclusive; 120104, 120107-120108 inclusive; 120115, 120117-120118 inclusive, 120120-120124 inclusive; 120126-120127 inclusive; 120129-120135 inclusive; 120140, 120142, and 120145-120149 inclusive	None	Greater of Stipulated Loss Value or AAR Rule 107
18	Storage Dakota Southern RR (Mitchell, SD)	429	2004 by Johnstown America	AAR Code J311, 4520 CF aluminum coal Gondola railcars, 286,000 GRL	BNBX 1001-1056, inclusive; 1058, 1060-1106, inclusive; 1108-1120, inclusive; 1122-1159, inclusive; 1161-1337, inclusive, 1339-1356, inclusive; 1358-1408, inclusive; 1410-1414, inclusive, and 1416-1451, inclusive (Originally 442 cars, less thirteen settled casualties)	Thirteen settled casualties PSTX 1004, 1023, 1102, 1109, 1169, 1181, 1245, 1250, 1261, 1286, 1324, 1328, 1330	N/A
19	Teck Coal	9	2004 by Johnstown America (assumed)	AAR Code J311, 4520 CF aluminum coal Gondola railcars, 286,000 GRL (assumed)	[Formerly marked PSTX] BNBX 1057, 1059, 1107, 1121, 1160, 1338, 1357, 1409, and 1415. [Formerly marked PSTX]	None	Greater of Stipulated Loss Value or AAR Rule 107

Lease / Storage #	Lessee / Storage	# of Units	Year Built/ Manufacturer	Description	Reporting Marks	Casualty Marks	Casualty Type
20	Storage: Puget Sound & Pacific (WA)	123	2004 by American Railcar Industries, Inc.	73' riserless deck Centerbeam Flatcars, AAR Car Type Code F483, 286,000 GRL	AOK 29150-29152, inclusive; 29153, 29154, 29155, 29157, 29158, 29160-29162, inclusive, 29164, 29165, 29167, 29171- 29173, inclusive; 29175-29177, inclusive; 29180-29182, inclusive; 29184-29186, inclusive; 29189, 29190, 29193-29195, inclusive; 29197, 29199, 29200-29203, inclusive, 29205, 29206, 29208, 29210-29215, inclusive; 29219, 29222-29225, inclusive; 29227, 29231, 29233, 29236-29243, inclusive; 29245-29247, inclusive; 29251-29255, inclusive; 29259, 29260, 29263, 29264, 29268-29270, inclusive; 29273, 29280, 29285- 29289, inclusive, 29294, 29296, 29297, 29298, 29300-29302, inclusive, 29304, 29305, 29307--29315, inclusive, 29317, 29319, 29322, 29325, 29328-29336, inclusive; 29338, 29341-29345, inclusive; 29348, and 29349.	None	N/A
21	Wisconsin Electric Power Company	148	1997 by Thrall Car Manufacturing Company	4530 CF aluminum Coal Gondolas, AAR Car Type Code J311, 286,000 GRL	WEPX 2875-3024, inclusive. (Originally 150 cars, less two settled casualties)	Two settled casualties WEPX 2978, 3008	AAR Rule 107
22	Virginia Power Energy Marketing, Inc	235	1995 by Trinity Industries, Inc	4074 CF rotary Aluminum Rapid Discharge IV coal cars, 286,000 GRL, AAR car type code K341	VAPX 9001-9245, inclusive. (Originally 245 cars, less ten settled casualties) [Formerly marked COMX]	Ten settled casualties: COMX 9062, 9090, 9095, 9107, 9108, 9143, 9191, 9199, 9209, 9222	AAR Rule 107

Lease / Storage #	Lessee / Storage	# of Units	Year Built/ Manufacturer	Description	Reporting Marks	Casualty Marks	Casualty Type
23	Union Pacific Railroad Company	103	2004 and 2005 by American Railcar Industries, Inc	5200 CF food grade covered hopper railcars with six (6) 30" round aluminum hatches and three (3) stainless steel 30" x 30" gravity pneumatic outlet gates, 286,000 GRL, AAR car type code C314	CMO 10010, 10017, 10069, 10072, 10075, 10101, 10108, 10109, 10119, 10171, 10174, 10175, 10178, and 10199-10289, inclusive. (Originally 104 cars, less one settled casualty)	One settled casualty: CMO 10223	Stipulated Loss Value
24	Storage Dakota Southern RR (Mitchell, SD) (formerly on lease with Union Pacific Railroad Company)	13	2004 by Johnstown America Corporation	Rotary aluminum AutoFlood III™ 4200 CF coal hopper railcars, 286,000 GRL, AAR car type code K341	BNBX 503554-503566, inclusive.	None	N/A
25	Storage: Twin Cities & Western (Granite Falls, MN)	56	2004 by Johnstown America Corporation	Aluminum Outside Stake BethGon® II coal gondola railcars, 4520 CF, 286,000 GRL, AAR car type code J311	BNBX 503483-503488, inclusive; 503490, 503492-503498, inclusive; 503500-503503, inclusive, 503505-503512, inclusive; 503514, 503516, 503520-503522, inclusive, 503524, 503525, 503530-503546, inclusive; and 503548-503553, inclusive. [Formerly marked CHTT]	None	N/A
26	AT Plastics Inc.	27	1998	6,221 CF, 286,000 GRL, Plastic covered hopper railcars, manufactured by Trinity Industries	TIMX 62013, 62014, and 62020-62044, inclusive	None	AAR Rule 107

Lease / Storage #	Lessee / Storage	# of Units	Year Built/ Manufacturer	Description	Reporting Marks	Casualty Marks	Casualty Type
27	AT Plastics Corporation	18	1998	6,221 CF, 286,000 GRL, Plastic covered hopper railcars, manufactured by Trinity	TIMX 62000-62012, inclusive, and 62015-62019, inclusive.	None	AAR Rule 107
28	Union Pacific Railway Company	147	1989	100-ton 65' 6" open top gondola cars with bulkheads	WCRC 3175-3324, inclusive. (Originally 150 cars, less three settled casualties)	Three settled casualties: WCRC 3196, 3221, 3224	AAR Rule 107
29	Storage: ARS Storage, (Radford, VA)	191	1999	Aluminum BethGon™ Coalporter railcars	NORX 6044-6239, inclusive (Originally 196 cars, less five settled casualties)	Five settled casualties. NORX 6065, 6097, 6106, 6111, 6160	N/A
30	Blue Circle Inc	76	2000	3,281 CF twin covered hopper railcars	BCAX 200-275, inclusive	None	Stipulated Loss Value
31	Lafarge Corporation The CIT Group is Service Provider solely as it relates to CEFX Reporting Mark on the Units	99	2001	3,250 CF covered hopper railcars with gravity gates and round hatches	CEFX 81074-81173, inclusive (Originally 100 cars, less one settled casualty)	One settled casualty: CEFX 81159	AAR Rule 107
32	Appalachian Power Company	181	1994	4,300 CF aluminum bottom discharge coal hoppers	AEPX 20201-20381, inclusive	None	AAR Rule 107

Lease / Storage #	Lessee / Storage	# of Units	Year Built/ Manufacturer	Description	Reporting Marks	Casualty Marks	Casualty Type
33	The CIT Group/Equipment Financing, Inc (sublease with BNSF Railway Company (f/k/a The Burlington Northern and Santa Fe Railway Company)	200	1997	3,267 CF, 66' mill gondola railcars	BNSF 519200-519399, inclusive.	None	AAR Rule 107

LEASES

1. Master Net Railcar Lease dated as of October 26, 2006, by and between Wells Fargo Northwest, National Association (as ultimate assignee of Babcock & Brown Rail Funding LLC) and CSX Transportation, Inc., to the extent the same relates to the Equipment identified as "Lease/Storage #1".

Schedule No. 01 to Master Net Railcar Lease dated as of November 16, 2006, by and between Wells Fargo Northwest, National Association (as ultimate assignee of Babcock & Brown Rail Funding LLC) and CSX Transportation, Inc., to the extent the same relates to the Equipment identified as "Lease/Storage #1".

2. Master Net Railcar Lease made as of September 1, 1998, by and between Wells Fargo Northwest, National Association (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and The Detroit Edison Company, to the extent the same relates to the Equipment identified as "Lease/Storage #2".

Schedule No. 02 to Master Net Railcar Lease dated as of September 1, 1998, by and between Wells Fargo Northwest, National Association (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and The Detroit Edison Company, to the extent the same relates to the Equipment identified as "Lease/Storage #2".

Extension No. 1 to Schedule No. 02 to Master Railcar Lease Agreement entered into as of August 25, 1999 and effective as of September 1, 1999, by and between Wells Fargo Northwest, National Association (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and The Detroit Edison Company, to the extent the same relates to the Equipment identified as "Lease/Storage #2"

Extension to Railcar Equipment Lease entered into as of April 30, 2001 and effective as of April 1, 2001, by and between Wells Fargo Northwest, National Association (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and The Detroit Edison Company, to the extent the same relates to the Equipment identified as "Lease/Storage #2"

Extension to Lease Schedule No. 2 entered into as of November 24, 2003 and effective as of April 1, 2003, by and between Wells Fargo Northwest, National Association (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and The Detroit Edison Company, to the extent the same relates to the Equipment identified as "Lease/Storage #2".

Extension to Lease Schedule No. 2 entered into as of January 15, 2004 and effective as of April 1, 2004, by and between Wells Fargo Northwest, National Association (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and The Detroit Edison Company, to the extent the same relates to the Equipment identified as "Lease/Storage #2".

Extension to Lease Schedule No. 2 entered into as of May 1, 2006 and effective as of April 1, 2006, by and between Wells Fargo Northwest, National Association (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and The Detroit Edison Company, to the extent the same relates to the Equipment identified as "Lease/Storage #2".

3. Master Full Service Railcar Lease dated as of September 1, 2007 between Wells Fargo Northwest, National Association (as ultimate assignee of Babcock & Brown Rail Funding LLC) and Entergy Gulf States Louisiana, L.L.C. (as ultimate assignee of Entergy Gulf States, Inc.), to the extent the same relates to the Equipment identified as "Lease/Storage #3".

Schedule No 01 dated as of September 1, 2007 to Master Full Service Railcar Lease dated as of September 1, 2007 between Wells Fargo Northwest, National Association (as ultimate assignee of Babcock & Brown Rail Funding LLC) and Entergy Gulf States Louisiana, L.L.C. (f/k/a Entergy Gulf States, Inc.), to the extent the same relates to the Equipment identified as "Lease/Storage #3".

Assumption Agreement dated as of December 31, 2007, made by Entergy Gulf States Louisiana, L.L.C. in favor of Wells Fargo Northwest, National Association (as ultimate assignee of Babcock & Brown Rail Funding LLC).

Amendment No. 1 to Assumption Agreement dated as of June 23, 2009, made by Entergy Gulf States Louisiana, L.L.C. in favor of Babcock & Brown Rail Funding LLC and Wells Fargo Northwest, National Association (as ultimate assignee of BBRX Five LLC).

4. Master Net Railcar Lease dated as of December 10, 2007 and effective as of December 1, 2007, between Wells Fargo Northwest, National Association (as ultimate assignee of Babcock & Brown Rail Funding LLC) and Greenbrier Leasing Company LLC, to the extent the same relates to the Equipment identified as "Lease/Storage #4"

Schedule No. 1 to Master Net Railcar Lease dated as of December 10, 2007 and effective as of December 1, 2007 between Wells Fargo Northwest, National Association (as ultimate assignee of Babcock & Brown Rail Funding LLC) and Greenbrier Leasing Company LLC, to

the extent the same relates to the Equipment identified as "Lease/Storage #4".

5. Master Full Service Railcar Lease dated as of May 1, 2005, between Wells Fargo Northwest, National Association (as ultimate assignee of Greenbrier Leasing Company LLC) and Knauf Insulation GmbH, to the extent the same relates to the Equipment identified as "Lease/Storage #5".

Schedule No. 02 to Master Full Service Railcar Lease dated as of December 1, 2006, between Wells Fargo Northwest, National Association (as ultimate assignee of Greenbrier Leasing Company LLC) and Knauf Insulation GmbH, to the extent the same relates to the Equipment identified as "Lease/Storage #5".

Amendment No. 1 to Schedule No. 02 dated as of January 17, 2007, and effective as of December 1, 2006, between Wells Fargo Northwest, National Association (as ultimate assignee of Greenbrier Leasing Company LLC) and Knauf Insulation GmbH, to the extent the same relates to the Equipment identified as "Lease/Storage #5".

6. Master Railcar Lease made as of June 8, 2000, by and between Wells Fargo Northwest, National Association (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and Salt River Pima-Maricopa Indian Community d/b/a Phoenix Cement Company, to the extent the same relates to the Equipment identified as "Lease/Storage #6".

Amendment No. 01 to Full Service Master Railcar Lease entered into as of June 8, 2000 and effective as of September 7, 2007, by and between Wells Fargo Northwest, National Association (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and Phoenix Cement Company, a division of the Salt River Pima-Maricopa Indian Community, to the extent the same relates to the Equipment identified as "Lease/Storage #6".

Schedule No. 07 to Master Railcar Lease made as of May 30, 2001, by and between Wells Fargo Northwest, National Association (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and Salt River Pima-Maricopa Indian Community d/b/a Phoenix Cement Company, to the extent the same relates to the Equipment identified as "Lease/Storage #6".

Extension to Lease Schedule No 07 entered into as of February 8, 2005 and effective as of July 1, 2005, by and between Wells Fargo Northwest, National Association (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and Salt River Pima-Maricopa Indian Community d/b/a

Phoenix Cement Company, to the extent the same relates to the Equipment identified as "Lease/Storage #6".

7. Master Full Service Railcar Lease dated as of February 16, 2007 and effective as of June 1, 2006, between Wells Fargo Northwest, National Association (as ultimate assignee of Greenbrier Leasing Company LLC) and Riverside Cement Company, to the extent the same relates to the Equipment identified as "Lease/Storage #7".

Schedule No. 1 to Master Full Service Railcar Lease dated as of February 16, 2007 and effective as of June 1, 2006, between Wells Fargo Northwest, National Association (as ultimate assignee of Greenbrier Leasing Company LLC) and Riverside Cement Company, to the extent the same relates to the Equipment identified as "Lease/Storage #7".

Amendment and Guaranty dated as of December 18, 2007, between Wells Fargo Northwest, National Association (as ultimate assignee of Greenbrier Leasing Company LLC), Riverside Cement Company, and Texas Industries, Inc., to the extent the same relates to the Equipment identified as "Lease/Storage #7".

8. Lease Agreement made as of June 1, 2006, between Wells Fargo Northwest, National Association (as ultimate assignee of Greenbrier Leasing Company LLC) and Soo Line Railroad Company, to the extent the same relates to the Equipment identified as "Lease/Storage #8"

Schedule No. 1 made as of June 1, 2006, between Wells Fargo Northwest, National Association (as ultimate assignee of Greenbrier Leasing Company LLC) and Soo Line Railroad Company, to the extent the same relates to the Equipment identified as "Lease/Storage #8".

9. Master Net Railcar Lease dated as of April 24, 2006, by and between Wells Fargo Northwest, National Association (as ultimate assignee of Babcock & Brown Rail Funding LLC) and Superior Well Services, Inc., to the extent the same relates to the Equipment identified as "Lease/Storage #9".

Schedule No. 04 to Master Net Railcar Lease dated as of December 14, 2006, by and between Wells Fargo Northwest, National Association (as ultimate assignee of Babcock & Brown Rail Funding LLC) and Superior Well Services, Inc, to the extent the same relates to the Equipment identified as "Lease/Storage #9"

10. Master Net Railcar Lease dated as of August 10, 2005, by and between Wells Fargo Northwest, National Association (as ultimate assignee of Babcock & Brown Rail Funding LLC) and Tennessee Valley Authority,

to the extent the same relates to the Equipment identified as "Lease/Storage #10".

Schedule No. 07 to Master Net Railcar Lease dated as of July 12, 2006, by and between Wells Fargo Northwest, National Association (as ultimate assignee of Babcock & Brown Rail Funding LLC) and Tennessee Valley Authority, to the extent the same relates to the Equipment identified as "Lease/Storage #10".

11. Master Railcar Lease dated as of July 21, 2008, between Wells Fargo Northwest, National Association (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and Greenbrier Leasing Company LLC, to the extent the same relates to the Equipment identified as "Lease/Storage #11".

Schedule No. 01 to Master Railcar Lease dated as of July 21, 2008, between Wells Fargo Northwest, National Association (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and Greenbrier Leasing Company LLC, to the extent the same relates to the Equipment identified as "Lease/Storage #11".

12. Master Full Service Railcar Lease dated as of April 19, 2007, and effective as of March 30, 2007, between Wells Fargo Northwest, National Association (as ultimate assignee of Babcock & Brown Rail Leasing Co.) and Potlatch Forest Products Corporation, to the extent the same relates to the Equipment identified as "Lease/Storage #17".

Schedule No. 01 dated as of April 19, 2007, and effective as of March 30, 2007, between Wells Fargo Northwest, National Association (as ultimate assignee of Babcock & Brown Rail Leasing Co.) and Potlatch Forest Products Corporation, to the extent the same relates to the Equipment identified as "Lease/Storage #17".

13. Master Full Service Railcar Lease dated as of June 24, 2009, between Wells Fargo Northwest, National Association (as ultimate assignee of BBRX Five LLC) and Teck Coal Limited, to the extent the same relates to the Equipment identified as "Lease/Storage #19".

Schedule No. 01 to Master Full Service Railcar Lease dated as of June 24, 2009, between Wells Fargo Northwest, National Association (as ultimate assignee of BBRX Five LLC) and Teck Coal Limited, to the extent the same relates to the Equipment identified as "Lease/Storage #19"

14. Master Net Railcar Lease made as of July 24, 1997, by and between Wells Fargo Northwest, National Association (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and Wisconsin Electric

Power Company, to the extent the same relates to the Equipment identified as "Lease/Storage #21".

Schedule No. 01 to Master Net Railcar Lease made as of July 24, 1997, by and between Wells Fargo Northwest, National Association (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and Wisconsin Electric Power Company, to the extent the same relates to the Equipment identified as "Lease/Storage #21".

Extension to Lease entered into as of July 28, 2000, by and between Wells Fargo Northwest, National Association (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and Wisconsin Electric Power Company, for the period September 1, 2000 through August 31, 2003, to the extent the same relates to the Equipment identified as "Lease/Storage #21".

Extension to Lease Schedule No. 01 entered into as of September 15, 2003, effective as of September 1, 2003, by and between the Wells Fargo Northwest, National Association (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and Wisconsin Electric Power Company, to the extent the same relates to the Equipment identified as "Lease/Storage #21".

Lease Extension Agreement No. 01 to Master Net Railcar Lease entered into as of June 13, 2006, between Wells Fargo Northwest, National Association (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and Wisconsin Electric Power Company, to the extent the same relates to the Equipment identified as "Lease/Storage #21".

Letter Agreement dated October 6, 2004, effective from April 2003, between Wells Fargo Northwest, National Association (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and Wisconsin Electric Power Company with respect to the replacement of bolsters on the Equipment subject to Lease No 3, to the extent the same relates to the Equipment identified as "Lease/Storage #21"

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Lease Agreement No. 1519-01 dated May 22, 1998, by and between Wells Fargo Northwest, National Association (as ultimate assignee of General Electric Railcar Services Corporation) and Virginia Power Energy Marketing, Inc. (as ultimate assignee of Commonwealth Edison Company), to the extent the same relates to the Equipment identified as "Lease/Storage #22".

Rider No. 1 forming part of Lease Agreement No. 1519-01 dated April 25, 1995, by and between Wells Fargo Northwest, National Association (as ultimate assignee of General Electric Railcar Services Corporation) and Virginia Power Energy Marketing, Inc. (as ultimate assignee of

Commonwealth Edison Company), to the extent the same relates to the Equipment identified as "Lease/Storage #22".

Assignment and Assumption Agreement dated June 26, 2000 between General Electric Railcar Services Corporation and Wells Fargo Northwest, National Association (as ultimate assignee of NBB North America Co., Ltd.), to the extent the same relates to the Equipment identified as "Lease/Storage #22".

Consent to Assignment and Assumption by Wells Fargo Northwest, National Association (as ultimate assignee of NBB North America Co.), Ltd. and Confirmation of Assumption by Exelon Generation Company, LLC dated October 30, 2001, to the extent the same relates to the Equipment identified as "Lease/Storage #22".

Assignment, Assumption Consent and Contract Amendment Agreement dated as of October 23, 2007, between Virginia Power Energy Marketing Inc, Exelon Generation Company, LLC and Wells Fargo Northwest, National Association (as ultimate assignee of North American Rail Leasing # 2 LLC (d/b/a Babcock & Brown Rail Leasing), to the extent the same relates to the Equipment identified as "Lease/Storage #22".

Guaranty dated as of October 23, 2007 by Dominion Resources, Inc. in favor of Wells Fargo Northwest, National Association (as ultimate assignee of North American Rail Leasing #2 (d/b/a Babcock & Brown Rail Leasing)), to the extent the same relates to the Equipment identified as "Lease/Storage #22".

16. Master Lease Agreement dated as of August 6, 2004, by and between Wells Fargo Northwest, National Association (as ultimate assignee of Babcock & Brown Rail Funding LLC) and Union Pacific Railroad Company, to the extent the same relates to the Equipment identified as "Lease/Storage #23".

Amended and Restated Rider No. 04 to Master Lease Agreement dated as of December 15, 2004 and effective as of November 11, 2004, by and between Wells Fargo Northwest, National Association (as ultimate assignee of Babcock & Brown Rail Funding LLC) and Union Pacific Railroad Company, to the extent the same relates to the Equipment identified as "Lease/Storage #23".

Amendment to the Amended and Restated Rider No. 04 to Master Lease Agreement entered into as of October 30, 2009, and effective as of March 1, 2010, by and between Wells Fargo Northwest, National Association (as ultimate assignee of Babcock & Brown Rail Funding

LLC) and Union Pacific Railroad Company, to the extent the same relates to the Equipment identified as "Lease/Storage #23".

Amended and Restated Rider No. 03 to Master Lease Agreement, dated as of December 15, 2004 and effective as of November 11, 2004, by and between Wells Fargo Northwest, National Association (as ultimate assignee of Babcock & Brown Rail Funding LLC) and Union Pacific Railroad Company, only as it relates to the railcars bearing recording marks CMO 10010, 10017, 10069, 10072, 10075, 10101, 10108, 10109, 10119, 10171, 10174, 10175, 10178 and 10199, to the extent the same relates to the Equipment identified as "Lease/Storage #23".

- 17. Railroad Car Net Lease Agreement dated March 31, 1998, between Wells Fargo Northwest, National Association (as ultimate assignee of Trinity Industries Leasing Company) and AT Plastics Inc., to the extent the same relates to the Equipment identified as "Lease/Storage #26".

Rider One to Railroad Car Net Lease Agreement dated March 31, 1998, between The Wells Fargo Northwest, National Association (as ultimate assignee of Trinity Industries Leasing Company) and AT Plastics Inc., to the extent the same relates to the Equipment identified as "Lease/Storage #26".

Amendment No. 1 to Rider One to Railcar Net Lease Agreement dated as of June 27, 2001, between Wells Fargo Northwest, National Association (as ultimate assignee of Trinity Industries Leasing Company) and AT Plastics, Inc., to the extent the same relates to the Equipment identified as "Lease/Storage #26".

- 18. Railroad Car Net Lease Agreement dated March 31, 1998, between Wells Fargo Northwest, National Association (as ultimate assignee of Trinity Industries Leasing Company) and AT Plastics Corporation, to the extent the same relates to the Equipment identified as "Lease/Storage #27".

Rider One to Railroad Car Net Lease Agreement dated July 9, 1999, between Wells Fargo Northwest, National Association (as ultimate assignee of Trinity Industries Leasing Company) and AT Plastics Corporation, to the extent the same relates to the Equipment identified as "Lease/Storage #27".

Amendment No. 1 to Rider One to Railcar Net Lease Agreement dated as of June 27, 2001, between Wells Fargo Northwest, National Association (as ultimate assignee of Trinity Industries Leasing Company) and AT Plastics Corporation, to the extent the same relates to the Equipment identified as "Lease/Storage #27".

19. Lease Agreement dated as of the 20th day of June, 1989, between Wells Fargo Northwest, National Association (as ultimate assignee of Greenbrier Leasing Corporation ("Greenbrier") and Union Pacific Railroad Company (f/k/a Southern Pacific Transportation Company) ("UPRR"), to the extent the same relates to the Equipment identified as "Lease/Storage #28".

First Amendment to Lease Agreement dated as of December 15, 1989, between Wells Fargo Northwest, National Association (as ultimate assignee of Greenbrier) and UPRR, to the extent the same relates to the Equipment identified as "Lease/Storage #28".

Assignment and Agreement dated as of December 15, 1989 between Wells Fargo Northwest, National Association (as ultimate assignee of BACHC (as assignee of Mitsui and Greenbrier)), to the extent the same relates to the Equipment identified as "Lease/Storage #28".

Assignment dated as of June 1, 1998, between Mitsui and Wells Fargo Northwest, National Association (as ultimate assignee of BACHC).

Rider No. 03 dated as of September 2, 2005 and effective as of January 1, 2005 between Babcock & Brown Rail Leasing Co.) and Union Pacific Railroad Company is by and between Wells Fargo Northwest, National Association (as ultimate assignee of North American Rail Leasing #3 LLC (d/b/a Babcock & Brown Rail Leasing)), to the extent the same relates to the Equipment identified as "Lease/Storage #28".

Rider No. 04 dated as of September 2, 2005 and effective as of January 1, 2005 between Babcock & Brown Rail Leasing Co. and Union Pacific Railroad Company is by and between Wells Fargo Northwest, National Association (as ultimate assignee of North American Rail Leasing #3 LLC (d/b/a Babcock & Brown Rail Leasing)), to the extent the same relates to the Equipment identified as "Lease/Storage #28".

20. Railcar Equipment Lease dated as of July 10, 2000, between Wells Fargo Northwest, National Association (as ultimate assignee of BACHC) and Blue Circle Inc. ("BCI"), to the extent the same relates to the Equipment identified as "Lease/Storage #30".

Lease Supplement No. 1 to Railcar Equipment Lease dated as of July 10, 2000, between Wells Fargo Northwest, National Association (as ultimate assignee of BACHC) and BCI, to the extent the same relates to the Equipment identified as "Lease/Storage #30".

21. Master Net Railcar Lease made as of July 9, 2001, between Wells Fargo Northwest, National Association (as ultimate assignee of The CIT

Group/Equipment Financing, Inc.) and LaFarge Corporation, to the extent the same relates to the Equipment identified as "Lease/Storage #31".

Rider A to Master Net Railcar Lease dated as of July 9, 2001, between Wells Fargo Northwest, National Association (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and LaFarge Corporation, to the extent the same relates to the Equipment identified as "Lease/Storage #31".

Schedule No. 01 to Master Net Railcar Lease, dated as of July 9, 2001, made as of July 18, 2001, between Wells Fargo Northwest, National Association (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and LaFarge Corporation, to the extent the same relates to the Equipment identified as "Lease/Storage #31".

22. Master Net Railcar Lease is dated as of September 29, 2005, between Wells Fargo Northwest, National Association (as ultimate assignee of Babcock & Brown Rail Leasing Co.) and Appalachian Power Company, to the extent the same relates to the Equipment identified as "Lease/Storage #32".

Schedule No 01 dated as of September 29, 2005, between Wells Fargo Northwest, National Association (as ultimate assignee of North American Rail Leasing #3 LLC (d/b/a Babcock & Brown Rail Leasing)) and Appalachian Power Company, to the extent the same relates to the Equipment identified as "Lease/Storage #32".

23. Master Railcar Lease dated as of December 20, 2001 between Wells Fargo Northwest, National Association (as ultimate assignee of The Grand Leasing Partnership, LLP), and The CIT Group/Equipment Financing, Inc., to the extent the same relates to the Equipment identified as "Lease/Storage #33".

Schedule No. 01 to Master Railcar Lease dated as of December 20, 2001 between Wells Fargo Northwest, National Association (as ultimate assignee of The Grand Leasing Partnership, LLP), and The CIT Group/Equipment Financing, Inc, to the extent the same relates to the Equipment identified as "Lease/Storage #33"

Sublease Assignment Agreement dated as of December 20, 2001 between The CIT Group/Equipment Financing, Inc. and Wells Fargo Northwest, National Association (as ultimate assignee of The Grand Leasing Partnership, LLP), to the extent the same relates to the Equipment identified as "Lease/Storage #33"

Master Railcar Lease dated as of October 31, 1997, between The CIT Group/Equipment Financing, Inc. and BNSF Railway Company (f/k/a The Burlington Northern and Santa Fe Railway Company), to the extent the same relates to the Equipment identified as "Lease/Storage #33".

Rider A to Master Railcar Lease dated as of October 31, 1997, between The CIT Group/Equipment Financing, Inc. and BNSF Railway Company (f/k/a The Burlington Northern and Santa Fe Railway Company), to the extent the same relates to the Equipment identified as "Lease/Storage #33".

Schedule No. 01 to Master Railcar Lease made as of October 31, 1997, between The CIT Group/Equipment Financing, Inc. and BNSF Railway Company (f/k/a The Burlington Northern and Santa Fe Railway Company), to the extent the same relates to the Equipment identified as "Lease/Storage #33".

Lease Extension Certificate for the Period of February 1, 2000 through January 31, 2010, entered into as of February 8, 2000, effective as of February 1, 2000, between The CIT Group/Equipment Financing, Inc. and BNSF Railway Company (f/k/a The Burlington Northern and Santa Fe Railway Company), to the extent the same relates to the Equipment identified as "Lease/Storage #33".

Together with all substitutions, replacements and renewals of the property above described, and all property which shall hereafter become physically attached to or incorporated in the property above described, whether such rights currently exist therein or such rights shall hereafter be acquired.

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: 4/29/10



Robert W. Alvord