

RECORDATION NO. 24184-6 FILED

JAN 26 '11 -9 00 AM

SURFACE TRANSPORTATION BOARD

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

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

January 26, 2011

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 Memorandum of Full Service Railcar Lease, dated as of January 11, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the document previously filed with the Board under Recordation Number 24184-C.

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

Lessor: BBRX Two LLC
545 Steamboat Road
Greenwich, CT 06830

Lessee: Canadian National Railway Company
935 de la Gauchetiere Street West
Montreal, Quebec
Canada H3W 2N1

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

53 boxcars within the series AOK 354452 - AOK 354614 (formerly marked UP) 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 Full Service Railcar 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

JAN 26 '11 -9 00 AM

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE is dated as of January 11, 2011, between BBRX TWO LLC, a Delaware limited liability company (the "Lessor") and CANADIAN NATIONAL RAILWAY COMPANY, a Canadian corporation (the "Lessee"), is made by the Lessor and Lessee and (the Lessor together with the Lessee, being the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into that certain Master Full Service Railcar Lease dated as of January 11, 2011, effective as of December 5, 2009, and the Parties entered into that certain Schedule No. 01 thereto dated as of January 11, 2011, effective as of December 5, 2009, (hereinafter as the same may from time to time be amended, modified or supplemented, collectively the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date set forth below

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned have caused this Memorandum of Full Service Railcar Lease to be executed as of the date first above written by its officers thereunto duly authorized and each such officer declares pursuant to 28 U.S.C. § 1746 under penalty of perjury that the foregoing is a true and correct document.

BBRX TWO LLC, as Lessor

By: 
Name: Lawrence Littlefield
Title: Vice President

CANADIAN NATIONAL RAILWAY COMPANY, as Lessee

By: 
Name: John A.N. Lamont
Title: Sr. Manager, Asset Finance

EXHIBIT A
TO MEMORANDUM OF RAILCAR FULL SERVICE AGREEMENT

<u>Quantity</u>	<u>Car Description</u>
Fifty three (53)	60', 9", Plate F boxcars, with double 8' plug doors, AAR Car Type Code A636, built by Gunderson.

Reporting Marks and Numbers:

AOK 354452	AOK 354536
AOK 354456	AOK 354537
AOK 354458	AOK 354539
AOK 354461	AOK 354542
AOK 354464	AOK 354545
AOK 354465	AOK 354551
AOK 354467	AOK 354553
AOK 354474	AOK 354555
AOK 354476	AOK 354557
AOK 354480	AOK 354562
AOK 354482	AOK 354565
AOK 354483	AOK 354574
AOK 354485	AOK 354576
AOK 354491	AOK 354577
AOK 354496	AOK 354578
AOK 354497	AOK 354581
AOK 354499	AOK 354586
AOK 354501	AOK 354590
AOK 354504	AOK 354593
AOK 354508	AOK 354595
AOK 354510	AOK 354598
AOK 354512	AOK 354601
AOK 354514	AOK 354603
AOK 354523	AOK 354606
AOK 354526	AOK 354613
AOK 354530	AOK 354614
AOK 354532	

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: 1/25/11



Robert W. Alvord