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April 13, 2015

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 Lease Agreement dated as of April 13, 2015, 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: BB&T Equipment Finance Corporation
600 Washington Avenue, Suite 201
Towson, Maryland 21204

Lessee: Duke Energy Business Services LLC
526 S. Church Street
Charlotte, NC 28202

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

1 locomotive: DKPX 32541.

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

Memorandum of Lease Agreement.

Section Chief
April 13, 2015
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Also enclosed is a check in the amount of \$43.00 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,


for
Edward M. Luria

EML/cem
Enclosures

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of April 13, 2015, by and between BB&T EQUIPMENT FINANCE CORPORATION ("Lessor") and DUKE ENERGY BUSINESS SERVICES LLC ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor one (1) Railserve LEAF locomotive numbered DKPX32541.
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BB&T EQUIPMENT FINANCE CORPORATION

By: 
Name: CONSTANCE M. LANCASTER
Title: SENIOR VICE PRESIDENT

DUKE ENERGY BUSINESS SERVICES LLC

By: 
Name: Mike Allison
Title: Director, Fleet Services

STATE OF MARYLAND)
) ss.
COUNTY OF BALTIMORE)

On this 13th day of April, 2015, before me appeared Constance W. Lancaster, the person who signed this instrument, who acknowledged that she is the Senior Vice President of BB&T EQUIPMENT FINANCE CORPORATION and that, being duly authorized, she signed such instrument as a free act on behalf of said corporation.

[Seal]

Patricia J. Gillis
Notary Public

My commission expires:
December 4, 2016

PATRICIA J. GILLIS
Notary Public-Maryland
Baltimore County

STATE OF NORTH CAROLINA)
) ss.
COUNTY OF Union)

On this 2nd day of April, 2015, before me appeared Mike Allison, the person who signed this instrument, who acknowledged that he is the Director, Fleet Services of Duke Energy Business Services LLC, and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

KATHERINE AUTRY
Notary Public, North Carolina
Union County
My Commission Expires
August 24, 2018

Katherine Autry
Notary Public

My commission expires: August 24th, 2018

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: April 13, 2015

Edward M Luria

Edward M. Luria