

JULY 24, 2015 11:15 AM

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ELIAS C. ALVORD (1942)
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ROBERT W. ALVORD (2011)

July 24, 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 July 23, 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: Fifth Third Equipment Finance Company
38 Fountain Square Plaza
Cincinnati, OH 45263

Lessee: General Electric Company (d/b/a GE Power & Water)
2901 East Lake Road
Erie, PA 16531

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

1 rebuilt GE SL-110 center cab locomotive: MPRX 841.

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

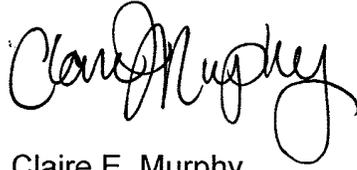
Memorandum of Lease Agreement.

Section Chief
July 24, 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,

A handwritten signature in black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M".

Claire E. Murphy

CEM
Enclosures

MEMORANDUM OF LEASE AGREEMENT

(Equipment Schedule No.) 9814326-002

Dated as of July 23, 2015

between

FIFTH THIRD EQUIPMENT FINANCE COMPANY

Lessor

and

GENERAL ELECTRIC COMPANY,

a New York corporation, acting through its GE Power & Water business unit

Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2015, at ____:____.M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of July 23, 2015 is made by and between GENERAL ELECTRIC COMPANY, a New York corporation, acting through its GE Power & Water business unit ("Lessee"), and FIFTH THIRD EQUIPMENT FINANCE COMPANY, an Ohio corporation ("Lessor").

WITNESSETH

1. Pursuant to a Master Lease Agreement, dated March 10, 2014, together with Equipment Schedule - No. 9814326 dated July 23, 2015, (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from Lessor the equipment as set forth on Exhibit A attached hereto.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Base Lease Term and any Renewal Terms as defined in the Lease Agreement.

3. The Lease Agreement does not contain a hereafter acquired clause.

4. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease Agreement to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor:

FIFTH THIRD EQUIPMENT FINANCE COMPANY

By: Jacob Ushin
Name: Jacob Ushin
Title: AVP

STATE OF OHIO)
) ss.:
COUNTY OF HAMILTON)

On this 23rd day of July, 2015, before me the subscriber personally appeared Jacob Ushin AVP, who being by me duly sworn, did depose and say: that he is a _____ of FIFTH THIRD EQUIPMENT FINANCE COMPANY, the corporation described in and which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Paula D. McQueen
NOTARY PUBLIC

My Commission Expires: _____



PAULA D. McQUEEN
Notary Public, State of Ohio
My Commission Expires
October 21, 2018

[Lessor signature page]

EXHIBIT A
EQUIPMENT DESCRIPTION

Lease: Master Lease Agreement dated March 10, 2014
Lessor: FIFTH THIRD EQUIPMENT FINANCE COMPANY
Lessee: GENERAL ELECTRIC COMPANY, A NEW YORK CORPORATION,
ACTING THROUGH ITS GE POWER & WATER BUSINESS UNIT

Manuf. and/or Vendor Name: Motive Power & Equipment Solutions, Inc.

Description of Equipment: Rebuilt GE SL-110 Center Cab Locomotive

Quantity: 1

Car Number: MPRX 841

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New Jersey, 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: July 24, 2015



Claire E. Murphy