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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

October 21, 2014

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 October 21, 2014, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party 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 railroad equipment covered by the enclosed document is:

2 locomotives: DKPX 32539 and DKPX 32540.

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

Memorandum of Lease Agreement.

Section Chief  
October 21, 2014  
Page 2

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 "E. Luria", with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of October 21, 2014, 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 two (2) Railserve LEAF locomotives numbered DKPX32539 and DKPX32540.
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 W. LANCASTER  
Title: SENIOR VICE PRESIDENT

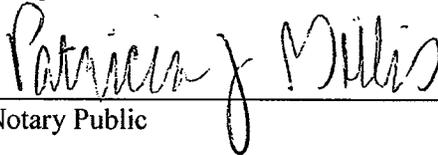
DUKE ENERGY BUSINESS SERVICES LLC

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

STATE OF MARYLAND )  
 ) ss.  
COUNTY OF BALTIMORE )

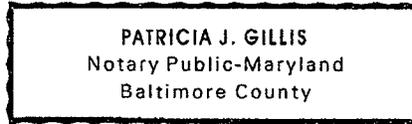
On this 21<sup>st</sup> day of October, 2014, before me appeared Constance W. Lancaster, the person who signed this instrument, who acknowledged that she is the Senior Vice President of BB&T EQUIPMENT FINANCE CORPORATION and that, being duly authorized, she signed such instrument as a free act on behalf of said corporation.

[Seal]

  
\_\_\_\_\_  
Notary Public

My commission expires:

December 4, 2016



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

On this 15th day of October, 2014, 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: 10/21/2014

Edward M Luria  
Edward M. Luria