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

June 2, 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 June 1, 2014, 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: Veolia Transportation Maintenance and
Infrastructure, Inc.
720 E. Butterfield Road, Suite 300
Lombard, Illinois 60148

Chief, Section of Administration

June 2, 2014

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

3 pieces of maintenance of way equipment:

- One (1) 2013 Ford 750/X7FY
Equipped with a Stellar 5521 Crane S/N: AGQ14A381
Along with DMF1420 Hi Rail Gear S/N: 35386/35387 and C & S Body S/N: 2380
VIN No.: 3FRWX7FB1DV023701

- One (1) 2013 Ford 750/X7FY
Equipped with a Stellar 5521 Crane S/N: AGQ14A377
Along with DMF1420 Hi Rail Gear S/N: 34912/34913 and C & S Body S/N: 2381
VIN No.: 3FRWX7FB3DV023702

- One (1) 2013 Ford F750/X7F
Equipped with a 2014 Knapheide Mechanics Body S/N: 332827
Along with a Stellar 10621 Crane S/N: KCH13F1797
VIN No.: 3FRXX7FL7DV028253

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

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$42.00 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,


Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of June 1, 2014, by and between BB&T EQUIPMENT FINANCE CORPORATION ("Lessor") and VEOLIA TRANSPORTATION MAINTENANCE AND INFRASTRUCTURE, INC. ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor the following equipment:

One (1) 2013 Ford F750/X7FY
Equipped with a Stellar 5521 Crane S/N: AGQ14A381
Along with DMF1420 Hi Rail Gear S/N: 35386/35387 and C & S Body S/N: 2380
VIN No.: 3FRWX7FB1DV023701

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VIN No.: 3FRWX7FB3DV023702

One (1) 2013 Ford F750/X7F
Equipped with a 2014 Knapheide Mechanics Body S/N: 332827
Along with a Stellar 10621 Crane S/N:
KCH13F1797
VIN No.: 3FRXX7FL7DV028253

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: _____

Title: **STEPHEN GRAY**

Senior Vice President

VEOLIA TRANSPORTATION MAINTENANCE AND INFRASTRUCTURE, INC.

By: 

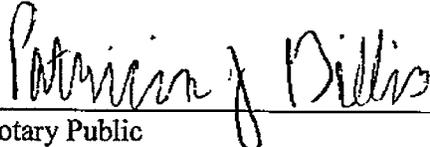
Name: *Paul Marshall*

Title: *Vice President*

STATE OF MARYLAND)
) ss.
COUNTY OF BALTIMORE)

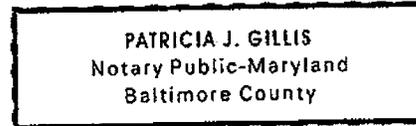
On this 2nd day of June, 2014, before me appeared Stephen Gray, the person who signed this instrument, who acknowledged that he is the Senior Vice President of BB&T EQUIPMENT FINANCE CORPORATION and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]



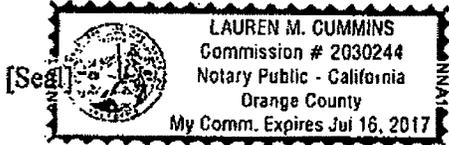
Notary Public

My commission expires: December 4, 2016



STATE OF California)
) ss.
COUNTY OF Orange)

On this 30th day of May, 2014, before me appeared Paul Marshall, the person who signed this instrument, who acknowledged that (s)he is the Vice President of VEOLIA TRANSPORTATION MAINTENANCE AND INFRASTRUCTURE, INC., and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.



Lauren M. Cummins

Notary Public

My commission expires: July 16, 2017



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: 6/2/14

Edward M Luria
Edward M. Luria