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

November 12, 2013

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 November 12, 2013, 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
November 12, 2013
Page 2

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

One piece of maintenance of way equipment:

One (1) 2013 Ford F750
Equipped with a Stellar 5521 Crane S/N: DGQ13A268
Along with DMF1420 Hi Rail Gear S/N: 34564/34565 and
Spec 53T Body S/N: 2348
VIN No.: 3FRWX7FA0DV780077

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 November 12, 2013, 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
Equipped with a Stellar 5521 Crane S/N: DGQ13A268
Along with DMF1420 Hi Rail Gear S/N: 34564/34565 and
Spec 53T Body S/N: 2348
VIN No.: 3FRWX7FA0DV780077

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: STEPHEN GRAY
Title: Senior Vice President

VEOLIA TRANSPORTATION MAINTENANCE
AND INFRASTRUCTURE, INC.

By: _____
Name: _____
Title: _____

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BB&T EQUIPMENT FINANCE CORPORATION

By: _____
Name: _____
Title: _____

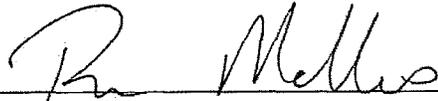
VEOLIA TRANSPORTATION MAINTENANCE
AND INFRASTRUCTURE, INC.

By: 
Name: Paul W. Mesher
Title: Vice President

STATE OF MARYLAND)
) ss.
COUNTY OF BALTIMORE)

On this 8th day of November, 2013, 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] REGINA M. MCMANUS
NOTARY PUBLIC
BALTIMORE COUNTY



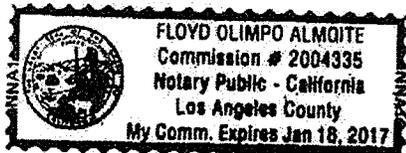
Notary Public

My commission expires:
October 15, 2016

STATE OF MARYLAND)
) ss.
COUNTY OF BALTIMORE)

On this 11 day of November, 2013, 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]



Floyd Olimpo Almqite

Notary Public

My commission expires: JAN. 18, 2017
October 15, 2016