

RECORDATION NO. 27925-A FILED

APR 24 '09 -12 45 PM

**SURFACE TRANSPORTATION BOARD**

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A LESTER

April 24, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Re: RBSAF 98-064

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment, dated as of April 22, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number 27925.

The names and addresses of the parties to the enclosed document are:

Assignor: RBS Asset Finance, Inc.  
480 Jefferson Blvd.  
Warwick, RI 02886

Assignee: TD Equipment Finance, Inc.  
2059 Springdale Road  
Cherry Hill, NJ 08003

Anne K. Quinlan, Esquire  
April 24, 2009  
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A description of the railroad equipment covered by the enclosed document is:

12 pieces of maintenance of way equipment manufactured by Superior, Nordco Inc., Jackson, Harsco (HTT), Plasser American Corporation and Kershaw Manufacturing Co. as more particularly set forth in the attachment to the document.

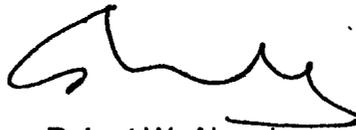
A short summary of the document to appear in the index is:

Memorandum of Lease Assignment.

Also enclosed is a check in the amount of \$41.00 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 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

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MEMORANDUM OF LEASE ASSIGNMENT

(RBSAF - No. 98)

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease Assignment, dated as of April 22<sup>nd</sup>, 2009, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and TD Equipment Finance, Inc., a Utah corporation ("Assignee").

Pursuant to that certain Lease Agreement No. 98, dated as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 064 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

By Keri AlbertsName Keri AlbertsTitle AVP

TD EQUIPMENT FINANCE, INC., Assignee

By Charles M. FurnefreddoName Charles M. Furnefreddo

Director of Operations

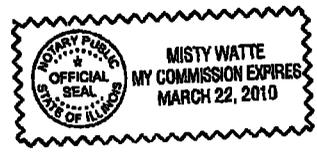
Title \_\_\_\_\_

State of Illinois        )  
                                  ) ss:  
County of Cook         )

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Keri Alberts, its Assistant Vice President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 17<sup>th</sup> day of April, 2009.

Misty Watte  
Notary Public



State of New Jersey )  
County of Camden ) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared TD Equipment Finance, Inc., a Merle corporation (the "Corporation"), by Charles Fiume, its Director of Operations, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at 3pm, this 22<sup>nd</sup> day of April, 2009.

Loriann Laquitaro

Notary Public  
LORIANN LAQUITARO  
NOTARY PUBLIC  
STATE OF NEW JERSEY  
MY COMMISSION EXPIRES OCTOBER 08, 2010

**EXHIBIT A**  
to  
**MEMORANDUM OF LEASE ASSIGNMENT**

1. **Equipment Schedule:** Equipment Schedule No. 064.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 064 is 84 months commencing as of May 1, 2009.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 064 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
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**Equipment Location:** 5324 East Trent, Spokane, WA 99212 (Spokane County)

2	Nordco	BAAM	Auto Anchor Machine	690064 690065	X0100616 X0100617
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**Equipment Location:** Intersection at Hwy 15 & Hwy 215, Devore Heights, CA 92407 (San Bernardino County)

1	Nordco	CX-NG	Auto Spiker	410890	X4400447
2	Nordco	SP2R	Spike Puller	310160 310161	X4700484 X4700485

**Equipment Location:** 300 First Street, Mandan, ND 58554 (Morton County)

1	Nordco	BAAM	Auto Anchor Machine	690063	X0100615
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**Equipment Location:** 415 East Willingham Street, Cleburne, TX 76031 (Johnson County)

2	Kershaw	RS64DL	Scorpion Ramp Car	RS64DL-166-09 RS64DL-169-09	J6300036 J6300037
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**Equipment Location:** 11002 Sapp Bros. Drive, Omaha, NE 68138 (Douglas County)

1	Superior	SHC6301	Hopper Cart	SHC6018-2-09	X8700074
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**Equipment Location:** 1625 North Lexington, Springfield, MO 65802 (Greene County)

1	Plasser	08-16-NT	Nipper Tamper	3370	X5300084
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Equipment Location: 3940 North Railroad Avenue, Pasco, WA 99301 (Franklin County)

1	Plasser	08-16-NT	Nipper Tamper	3371	X5300085
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Equipment Location: 107 North Gillette Avenue, Gillette, WY 82716 (Campbell County)

1	Jackson/HTT	6700-SJ	Production Tamper	153614	X5400472
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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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:

4/24/09



\_\_\_\_\_  
Robert W. Alvord