

RECORDATION NO. 28006 FILED <sup>A</sup>

JUL 13 '09 -9 00 AM

**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
URBAN A LESTER

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N W  
SUITE 301  
WASHINGTON, D C  
20036  
\_\_\_\_\_  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

July 13, 2009

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

Re: RBSAF No. 98-069

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 (RBSAF No. 98-069), dated as of July 7, 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 (RBSAF No. 98-069) being filed with the Board under Recordation Number 28006.

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

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

Assignee: Farm Credit Services of Mid-America, PCA  
1601 UPS Drive  
Louisville, KY 40223

Anne K. Quinlan, Esquire  
July 13, 2009  
Page 2

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

10 pieces of maintenance of way equipment as follows: 4 Superior SHC6301 Hopper Carts SHC6018-7-09, SHC6018-8-09, SHC6018-10-09, SHC6018-9-09, Kershaw 46-60 Ballast Regulator (Snow) 46-707-09, Nordco NSPDC Spike Puller/De-Clipper 470001, 2 L&H LHR1230-001 Auto Pre-gagers S60755-1-1-09 and S60755-1-2-09, Kershaw 12-12-BC Bridge Tie Crane 12-1280-09 and Jackson 3300-S Switch Tamper 153619.

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

Memorandum of Lease Assignment (RBSAF No. 98-069).

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,



Robert W. Alvord

RWA/sem  
Enclosures

JUL 13 '09 -9 00 AM

MEMORANDUM OF LEASE ASSIGNMENT

(RBSAF - No. 98)

**SURFACE TRANSPORTATION BOARD**

This Memorandum of Lease Assignment, dated as of July 7, 2009, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and Federally Chartered Financial Services ("Assignee").

Pursuant to that certain Master 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. 069 (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 Alberts  
Name Keri Alberts  
Assistant Vice President  
Title \_\_\_\_\_

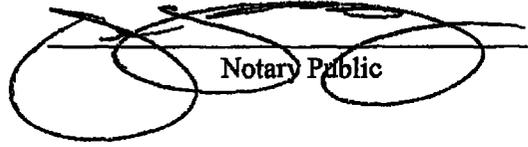
FARM CREDIT SERVICES OF MID-AMERICA, PCA, Assignee

By Jay L Carter  
Name Jay L Carter  
Title VP ALL BUSINESS

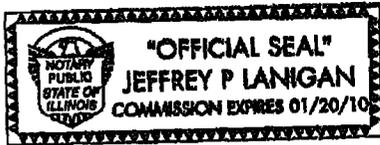
State of Illinois        )  
                                  ) ss:  
County of Cook         )

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 she signed the foregoing Memorandum of Lease Assignment and that the same is her 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 7 day of July, 2009.

  
Notary Public

**Jeffrey P. Lanigan**



State of Kentucky )  
 ) ss:  
County of Jefferson )

BEFORE ME, a Notary Public in and for said County and State, personally appeared Farm Credit Services of Mid-America, PCA, a Federally Chartered Financial Institution (the "Corporation"), by MyL CAUSEY, its V.P. Administration, 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 Louisville, KY, this 23rd day of July, 2009.

Stacy P. Spe  
Notary Public

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

1. **Equipment Schedule:** Equipment Schedule No. 069.

2. **Initial Term:** The Initial Term of Equipment Schedule No. 069 is 84 months commencing as of August 1, 2009.

3. **Equipment:** The Equipment covered by Equipment Schedule No. 069 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>
------------	------------	---------------------------	--------------------	--------------------------	--------------------

**Equipment Location:** 11002 Sapp Bros. Drive, Omaha, NE 68138 (Douglas County)

4	Superior Sales	SHC6301	Hopper Cart	SHC6018-7-09	X8700079
				SHC6018-8-09	X8700080
				SHC6018-9-09	X8700081
				SHC6018-10-09	X8700082

**Equipment Location:** 324 Washington Street NE, Brainerd, MN 56401 (Crow Wing County)

1	Kershaw	46-60	Ballast Regulator (Snow)	46-707-09	X0600467
---	---------	-------	-----------------------------	-----------	----------

**Equipment Location:** 5324 East Trent, Spokane, WA 99212 (Spokane County)

1	Nordco	NSPDC	Spike Puller/ De-Clipper	470001	X4700483
---	--------	-------	-----------------------------	--------	----------

1	L&H	LHR1230-001	Auto Pre-Gager	S60755-1-1-09	X6700090
---	-----	-------------	----------------	---------------	----------

**Equipment Location:** 503 10<sup>th</sup> Street, Wichita Falls, TX 76301 (Wichita County)

1	L&H	LHR1230-001	Auto Pre-Gager	S60755-1-2-09	X6700091
---	-----	-------------	----------------	---------------	----------

**Equipment Location:** 700 First Street, Havre, MT 59501 (Hill County)

1	Kershaw	12-12-BC	Bridge Tie Crane	12-1280-09	X1700048
---	---------	----------	------------------	------------	----------

**Equipment Location:** East Bridge Street & Highway 53, Mulvane, KS 67110 (Sedgwick County)

1	HTT/Jackson	3300-S	Switch Tamper	153619	X5600263
---	-------------	--------	---------------	--------	----------

Equipment Location: East Bridge Street & Highway 53, Mulvane, KS 67110 (Sedgwick County)

1	HTT/Jackson 3300-S	Switch Tamper	153619	X5600263
---	--------------------	---------------	--------	----------

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:

7/13/09



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