

RECORDATION NO. 27883-A FILED

OCT 08 '09 -1 30 PM

SURFACE TRANSPORTATION BOARD

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

October 8, 2009

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

Re: RBSAF 98-040

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 98-040), dated as of September 23, 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 27883.

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

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

Assignee: SG Equipment Finance USA Corp.
480 Washington Boulevard
Jersey City, NJ 07310

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

32 pieces of maintenance of way equipment as follows: Nordco BAAM Auto Anchor 690043; 2 Racine DAA Anchor Adjusters DAA-253-07 and DAA-254-07; 8 Racine UC-S/E Clip Applicator/Removers UCS-147-07, UCS-148-07, UCS-149-07, UCS-150-07, UCS-151-07, UCS-152-07, UCS-153-07, UCS-154-07; 2 Caterpillar 428B Skid Steers SCL01900 and SCL01908; Caterpillar 140-H Motor Grader CCA02422, 6 Racine TPI Tie Plate Inserters TPI-019-07, TPI-020-07, TPI-021-07, TPI-024-07, TPI-025-07, TPI-026-07; 3 Nordco SP2R Spike Pullers 310085, 310086, 310087; Jackson 6700-SJ Production Switch Tamper 153469; 2 Jackson 3300-S Switch Chase Tampers 153472 and 153473; 2 Miller 302-D Diesel Welder LH120027Q and LH170064Q; Teleweld CWR Rail Heater HC07BN1 / HC07BN2; 2 Superior Sales SHC6301 Bulk Hopper Carts SHC3880-1-07, SHC3880-2-07; and Plasser BDS-100/200 Ballast Distribution System 3310 & 3311.

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

Memorandum of Lease Assignment (RBSAF 98-040).

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

RECORDATION NO.

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ORIGINAL

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MEMORANDUM OF LEASE ASSIGNMENT

SURFACE TRANSPORTATION BOARD

(RBSAF - No. 98)

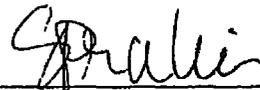
This Memorandum of Lease Assignment, dated as of September 23, 2009, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and SG Equipment Finance USA Corp., a Delaware corporation ("Assignee").

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. 040 (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 

Name Soula Perakis

Assistant Vice President

Title: _____

SG EQUIPMENT FINANCE USA CORP., Assignee

By 

Name Patricia Hensley

Title Vice President

ORIGINAL

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 Soula Perakis, 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 23rd day of September, 2009.

Misty Watte
Notary Public



State of New Jersey)
) ss:
County of Hudson)

BEFORE ME, a Notary Public in and for said County and State, personally appeared SG Equipment Finance USA Corp., a Delaware corporation (the "Corporation"), by Patriciu Hensley, its VP, 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 Jersey City, New Jersey, this 23rd day of September, 2009.

Denise Paolercio
Notary Public

Denise Paolercio
Notary Public of New Jersey
Commission Expires April 26, 2011

EXHIBIT A
to
MEMORANDUM OF LEASE ASSIGNMENT

1. **Equipment Schedule:** Equipment Schedule No. 040.

2. **Initial Term:** The Initial Term of Equipment Schedule No. 040 is 84 months commencing as of August 1, 2007.

3. **Equipment:** The Equipment covered by Equipment Schedule No. 040 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>
2	Racine	UC-S/E	Clip Applicator/ Remover	USC-149-07 USC-150-07	X0100544 X0100545
1	Caterpillar	140-H	Motor Grader	CCA02422	X2500059
1	Nordco	SP2R	Spike Puller	310085	X4700457
1	Teleweld	CWR	Rail Heater	HC07BN1/HC07BN2	X8200080 - X8201080
1	Nordco	BAAM	Auto Anchor	690043	X0100530
2	Racine	DAA	Anchor Adjuster	DAA-253-07 DAA-254-07	X0100538 X0100539
2	Racine	TPI	Tie Place Inserter	TPI-024-07 TPI-025-07	X3800162 X3800163
1	Racine	UC-S/E	Clip Applicator/ Remover	UCS-151-07	X0100546
1	Jackson	3300-S	Switch Chase Tamper	153473	X5600252
1	Racine	UC-S/E	Clip Applicator/ Remover	UCS-152-07	X0100547
1	Racine	UC-S/E	Clip Applicator/ Remover	UCS-154-07	X0100549
1	Caterpillar	428B	Skid Steer	SCL01908	X2400537

1	Racine	TPI	Tie Place Inserter	TPI-019-07	X3800159
2	Superior Sales	SHC6301	Bulk Hopper Cart	SHC3880-1-07 SHC3880-2-07	X8700060 X8700061
2	Racine	TPI	Tie Place Inserter	TPI-020-07 TPI-021-07	X3800160 X3800161
1	Racine	TPI	Tie Place Inserter	TPI-026-07	X3800164
1	Jackson	6700-SJ	Production Switch Tamper	153469	X5400447
1	Jackson	3300-S	Switch Chase Tamper	153472	X5600251
1	Racine	UC-S/E	Clip Applicator/ Remover	UCS-153-07	X0100548
2	Miller	302-D	Diesel Welder	LH120027Q LH170064Q	X7701857 X7701858
2	Nordco	SP2R	Spike Puller	310086 310087	X4700458 X4700459
1	Plasser	BDS-100/200	Ballast Distribution System	3310 & 3311	X9000009-X9000010
2	Racine	UC-S/E	Clip Applicator/ Remover	UCS-147-07 UCS-148-07	X0100542 X0100543
1	Caterpillar	428B	Skid Steer	SCL01900	X2400536

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:

10/8/09



Robert W Alvord