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LAW OFFICES OF  
LOUIS E. GITOMER

## SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER  
LOU\_GITOMER@VERIZON.NETTHE ADAMS BUILDING SUITE 301  
600 BALTIMORE AVENUE  
TOWSON, MARYLAND 21284-4022  
202-466-6532  
FAX 410-332-3885

January 2, 2009

Honorable Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Acting Secretary Quinlan:

I have enclosed for filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Assumption Agreement, a secondary document, dated as of October 28, 2008. The primary document to which this is connected is recorded under a new Recordation Number that was filed today. We request that the copy of this document be recorded under the new Recordation Number with the "A" suffix.

The names and addresses of the parties to the Memorandum of Assignment and Assumption Agreement are:

Assignor:

Lease Plan U.S.A., Inc.  
1165 Sanctuary Parkway  
Alpharetta, GA 30004

Assignee:

BB&T Equipment Finance Corporation  
102 W Pennsylvania Avenue  
Towson, MD 21204

A description of the equipment covered by the Memorandum of Assignment and Assumption Agreement consists of one PL15B-4RS locomotive numbered CLCX 5119.

Honorable Anne K. Quinlan

January 2, 2009

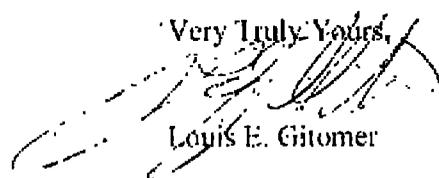
Page 2

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

A short summary of the document to appear in the index follows: Memorandum of Assignment and Assumption Agreement between Lease Plan U.S.A., Inc., 1165 Sanctuary Parkway, Alpharetta, GA 30004, and BB&T Equipment Finance Corporation, 102 W Pennsylvania Avenue, Towson, MD 21204, covering one PF.15B-4RS locomotive numbered CLCX 5119.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name below.

Louis E. Gitomer

Enclosure

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement is dated as of October 28, 2008 (the "Memorandum") between Lease Plan U.S.A., Inc. ("Assignor") and BB&T Equipment Finance Corporation (the "Assignee").

Assignor and Alcoa Inc. ("Lessee") entered that certain Memorandum of Lease Agreement dated as of December 12, 2006 (the "Lease"), whereby Assignor agreed to furnish to Lessee, and Lessee agreed to lease from Assignor one PL15B-4RS locomotive numbered CLCX 5119 (the "Locomotive").

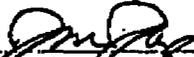
NOW, THEREFORE, Assignor and Assignee have entered this Memorandum to evidence for the record, as follows:

1. The Assignor assigns, transfers and sets over to Assignee all of Assignor's right, title, interest, powers and privileges under the Lease, and sells the Locomotive to Assignee.
3. The Assignee accepts the assignment and agrees to assume, do, undertake and perform all obligations, duties, liabilities and undertakings of Assignor under the Lease, and acquires the Locomotive.
4. This Memorandum may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.



IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum to be executed by its duly authorized officer as of the date first written above.

Lease Plan U.S.A., Inc.  
as Assignor

By:   
Name: John M. Jare  
Title: Executive Vice President

BB&T Equipment Finance Corporation  
as Assignee

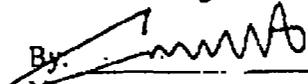
By:   1    
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum to be executed by its duly authorized officer as of the date first written above.

Lease Plan U.S.A., Inc.  
as Assignor

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

BB&T Equipment Finance Corporation  
as Assignee

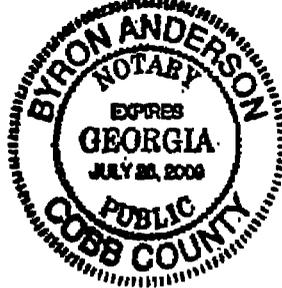
By:  \_\_\_\_\_  
Name: ~~CONSTANCE W. LANCASTER~~  
Title: ~~SENIOR VICE PRESIDENT~~



STATE OF GEORGIA        )  
   ) ss.  
 County of ~~Fulton~~ Cobb        )

On this 3<sup>rd</sup> day of November, 2008, before me, Byron Anderson, the undersigned Notary Public, personally appeared John M. Taje personally known to me to be the person who executed the within instrument as Executive Vice President on behalf of Lease Plan U.S.A., Inc., and acknowledged to me that the corporation executed it.

Byron Anderson  
 Notary Public for Cobb County  
 My Commission expires July 26, 2009



State of Maryland            )  
  ) ss.  
County of Baltimore        )

On this 31<sup>st</sup> day of October, 2008, before me, Regina M. McManus, the undersigned Notary Public, personally appeared Constance W. Lancaster personally known to me to be the person who executed the within instrument as Senior Vice President on behalf of BB&T Equipment Finance Corporation, and acknowledged to me that the corporation executed it.

  
Notary Public for Baltimore County  
My Commission expires 10-15-12

REGINA M. MCMANUS  
NOTARY PUBLIC  
BALTIMORE COUNTY