

RECORDATION NO. 27867-A FILED

APR 07 '09 -1 00 PM

SURFACE TRANSPORTATION BOARD

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

April 7, 2009

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

Re: RBSAF 98-063

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 6, 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 27867.

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

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

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

Anne K. Quinlan, Esquire
April 7, 2009
Page 4

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

15 pieces of maintenance of way equipment manufactured by Superior, Nordco Inc., NMC, Inc., Jackson, 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 "Alvord", with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE ASSIGNMENT

(RBSAF - No. 98)

This Memorandum of Lease Assignment, dated as of April 6, 2009, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and BB&T Equipment Finance Corporation, a North Carolina 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. 063 (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 Kori Alberts
Name Kori Alberts
~~Assistant Vice President~~
Title _____

BB&T EQUIPMENT FINANCE CORPORATION, Assignee

By [Signature]
Name STEPHEN GRAY
Senior Vice President
Title _____

State of IL)
County of COOK) ss:

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 3 day of April, 2009.



Notary Public

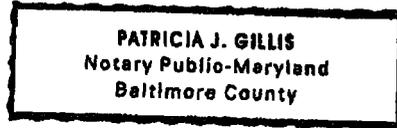


State of MARYLAND)
County of Baltimore) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared BB&T Equipment Finance Corporation, a North Carolina corporation (the "Corporation"), by STEPHEN GRAY, its SENIOR 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 TOWSON, MD, this 6th day of April, 2009.

Patricia J. Gillis
Notary Public



My Commission expires 12/4/2012

EXHIBIT A
to
MEMORANDUM OF LEASE ASSIGNMENT

1. **Equipment Schedule:** Equipment Schedule No. 063.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 063 is 84 months commencing as of May 1, 2009.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 063 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: 324 Washington Street NE, Brainerd, MN 56401 (Crow Wing County)

1	Superior	PCP22A1	Plate Push Cart		J0400661
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Equipment Location: 5324 East Trent, Spokane, WA 99212 (Spokane County)

1	Nordco	TRIPP	Tie Inserter-Remover	760345	X6300224
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1	NMC	325DL	Hydraulic Excavator	A3R01130	X9400022
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Equipment Location: 5601 West 26th Street, Cicero, IL 60804 (Cook County)

1	Jackson	6700-SJ	Production Tamper	153604	X5400469
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1	Jackson	3300-S	Switch/Chase Tamper	153608	X5600260
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Equipment Location: 210 West Santa Fe Avenue, Grants, NM 87020 (Cibola County)

1	Plasser	08-16-NT	Tamper Nipper	3367	X5300081
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Equipment Location: 224 West Mulvane Street, Mulvane, KS 67110 (Sedgwick County)

1	Plasser	08-16-NT	Tamper Nipper	3368	X5300082
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Equipment Location: 11002 Sapp Bros. Drive, Omaha, NE 68138 (Douglas County)

1	Superior	SHC6301	Hopper Cart	SHC6018-1-09	X8700073
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Equipment Location: 10 South Houston, Amarillo, TX 79101 (Potter County)

1	Plasser	08-16-NT	Tamper Nipper	3369	X5300083
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Equipment Location: 50 A Street NE, Ardmore, OK 73401 (Carter County)

1	Nordco	CX	Spiker with Nipper	410889	X4400446
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Equipment Location: 120 E Kansas Street, Alliance, NE 69301 (Box Butte County)

1	Nordco	NVCAR	Vossloh Clip Applicator/Remover	140302	X0100597
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Equipment Location: 601 East Highway 60, Vaughn, NM 88353 (Guadalupe County)

3	Kershaw	12-12	Tie Crane	12-1270-09	X6000311
				12-1271-09	X6000312
				12-1272-09	X6000313

Equipment Location: 3585 Knight Arnold Road, Memphis, TN 38118 (Shelby County)

1	Kershaw	12-12	Tie Cranc	12-1273-09	X6000314
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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: 4/7/09



Robert W. Alvord