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OF COUNSEL
URBAN A. LESTER

June 1, 2009

RECORDATION NO. 27961-A **FILED**

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SURFACE TRANSPORTATION BOARD

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

Re: RBSAF No. 98-061

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. 98-061), dated as of May 21, 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. 98-061) being filed with the Board under Recordation Number 27961.

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

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

Assignee: CBI Leasing, Inc.
8000 Forsyth Blvd.
St. Louis, MO 63105

Anne K. Quinlan, Esquire
June 1, 2009
Page 2

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

12 pieces of maintenance of way equipment as follows: 2 Nordco SP2R, Spike Pullers S/Ns 310155 and 310154; Kershaw RS64DL Scorpion Ramp Car S/N RS64DL-165-09; 2 Kershaw 46-60 Ballast Regulators S/Ns 46-696-09 and 46-697-09; 3 Nordco TRIPP Tie Inserter Removers S/Ns 760338, 760340 and 760339; and 4 Nordco CX Spikers with Nipper S/Ns 410875, 410877, 410876 and 410878.

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

Memorandum of Lease Assignment (RBSAF No. 98-061).

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

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MEMORANDUM OF LEASE ASSIGNMENT

(RBSAF - No. 98)

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease Assignment, dated as of May 21, 2009, is made by RBS Asset Finance, Inc. ("Assignor") and CBI Leasing, Inc. ("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. 061 (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 Alberts
Title Assistant Vice President

CBI LEASING, INC., Assignee

By Linda SchonkeName Linda Schonke
Title Vice President

State of IL)
) 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 21 day of May, 2009.



Sarah Sanchez
Notary Public g

State of Missouri)
County of St. Louis) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared CBI Leasing, Inc., a Missouri corporation (the "Corporation"), by Linda Schenkel, its 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 St. Louis, MO, this 26 day of May, 2009.

Cynthia E. Wilson
Notary Public

Cynthia E Wilson
Notary Public
STATE OF MISSOURI
St. Louis City
My Commission Expires: Oct. 31, 2011
Commission # 07385114

EXHIBIT A
to
MEMORANDUM OF LEASE

1. **Equipment Schedule:** Equipment Schedule No. 061.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 061 is 84 months commencing as of March 1, 2009.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 061 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 | Nordco | SP2R | Spike Puller | 310155 310154 | X4700478 X4700477 |
| 2 | Nordco | TRIPP | Tie Inserter-Remover | 760340 760339 | X6300221 X6300219 |
| 1 | Kershaw | RS64DL | Scorpion Ramp Car | RS64DL-165-09 | J6300034 |
| 1 | Kershaw | 46-60 | Ballast Regulator | 46-696-09 | X0600463 |
| 1 | Kershaw | 46-60 | Ballast Regulator | 46-697-09 | X0600464 |
| 1 | Nordco | TRIPP | Tie Inserter-Remover | 760338 | X6300218 |
| 1 | Nordco | CX | Spiker with Nipper | 410875 | X4400436 |
| 3 | Nordco | CX | Spiker with Nipper | 410877 410876 410878 | X4400438 X4400437 X4400439 |

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:

6/1/09



Robert W. Alvord