

RECORDATION NO. 26370-A
FILED

OCT 29 '09 -4 00 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

October 29, 2009

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

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 Assignment of Loan and Security Agreement, dated as of October 29, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Loan and Security Agreement previously filed with the Board under Recordation Number 26370.

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

Assignor:	RBS Asset Finance, Inc., d/b/a Charter One Asset Finance 89 Canal Street Providence, RI 02903
Assignee:	U.S. Bancorp Equipment Finance, Inc. 13010 S.W. 68th Partway Portland, OR 97223

Anne K. Quinlan, Esq.
October 29, 2009
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A description of the railroad equipment covered by the enclosed document is:

100 coil railcars: CSS 2100 - CSS 2199.

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

Memorandum of Assignment of Loan and Security Agreement.

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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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF LOAN AND SECURITY AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF LOAN AND SECURITY AGREEMENT dated as of this 29 day of October, 2009, is made by RBS Asset Finance, Inc., d/b/a/ Charter One Asset Finance, with an address at 89 Canal Street, Providence, RI 02903 ("Assignor") and U.S. Bancorp Equipment Finance, Inc., with an address at 13010 SW 68th Parkway, Suite 100, Portland, OR 97223 ("Assignee", and together with Assignor, the "Parties").

WITNESSETH:

The Parties entered into that certain Assignment of Loan and Security Agreement dated as of the date hereof.

Under the Assignment, Assignor assigned to Assignee its right, title, and interest in and to that certain Loan and Security Agreement, dated as of May 25, 2006, between Assignor, as Lender, and Chicago Southshore and South Bend Railroad Co., as Borrower, a Memorandum of which was filed with the Surface Transportation Board on May 30, 2006 under Recordation Number 26370.

Under the Assignment, Assignee has accepted and assumed all duties and obligations of Assignor with respect thereto arising on or after the date hereof. The railroad equipment covered by the Assignment is described in Schedule A attached hereto.

The Parties wish to show for the public record the existence of the aforementioned Assignment, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by the respective duly authorized officers, as of the date first above written.

IN WITNESS WHEREOF, each of the Parties has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

RBS Asset Finance, Inc.
d/b/a Charter One Asset Finance, Assignor

By: [Signature]
Name: Gaegerine Dickerson
Title: Asst Vice President

U.S. Bancorp Equipment Finance, Inc, Assignee

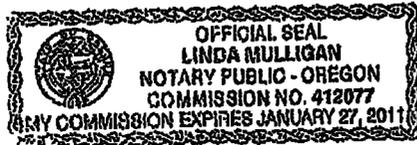
By: [Signature]
Name: Clifford J. Swan
Title: Vice President

STATE OF: Oregon
COUNTY OF: Washington

On October 29 2009, before me, Linda Mulligan personally
(Notary Name and Title)
appeared Clifford Swan personally know to me (or proved to me on the basis of
satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the
instrument and acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Linda Mulligan
(Notarial Seal)



STATE OF: Rhode Island

COUNTY OF: Kent

On October NN, 2009, before me, Debra Lucchesi personally
(Notary Name and Title)
appeared Katherine Dick personally know to me (or proved to me on the basis of
satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the
instrument and acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the instruct the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Debra Lucchesi
(Notarial Seal)



SCHEDULE A

**One Hundred (100) New Coil Railcars Manufactured by
Trinity North America Freight Car, Inc.**

<u>Cars</u>	<u>Car Number</u>	<u>Cars</u>	<u>Car Number</u>
1	CSS 2100	51	CSS 2150
2	CSS 2101	52	CSS 2151
3	CSS 2102	53	CSS 2152
4	CSS 2103	54	CSS 2153
5	CSS 2104	55	CSS 2154
6	CSS 2105	56	CSS 2155
7	CSS 2106	57	CSS 2156
8	CSS 2107	58	CSS 2157
9	CSS 2108	59	CSS 2158
10	CSS 2109	60	CSS 2159
11	CSS 2110	61	CSS 2160
12	CSS 2111	62	CSS 2161
13	CSS 2112	63	CSS 2162
14	CSS 2113	64	CSS 2163
15	CSS 2114	65	CSS 2164
16	CSS 2115	66	CSS 2165
17	CSS 2116	67	CSS 2166
18	CSS 2117	68	CSS 2167
19	CSS 2118	69	CSS 2168
20	CSS 2119	70	CSS 2169
21	CSS 2120	71	CSS 2170
22	CSS 2121	72	CSS 2171
23	CSS 2122	73	CSS 2172
24	CSS 2123	74	CSS 2173
25	CSS 2124	75	CSS 2174
26	CSS 2125	76	CSS 2175
27	CSS 2126	77	CSS 2176
28	CSS 2127	78	CSS 2177
29	CSS 2128	79	CSS 2178
30	CSS 2129	80	CSS 2179
31	CSS 2130	81	CSS 2180
32	CSS 2131	82	CSS 2181
33	CSS 2132	83	CSS 2182
34	CSS 2133	84	CSS 2183
35	CSS 2134	85	CSS 2184
36	CSS 2135	86	CSS 2185
37	CSS 2136	87	CSS 2186
38	CSS 2137	88	CSS 2187
39	CSS 2138	89	CSS 2188
40	CSS 2139	90	CSS 2189
41	CSS 2140	91	CSS 2190
42	CSS 2141	92	CSS 2191
43	CSS 2142	93	CSS 2192
44	CSS 2143	94	CSS 2193
45	CSS 2144	95	CSS 2194
46	CSS 2145	96	CSS 2195
47	CSS 2146	97	CSS 2196
48	CSS 2147	98	CSS 2197
49	CSS 2148	99	CSS 2198
50	CSS 2149	100	CSS 2199

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: 10/29/09



Robert W. Alvord