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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

May 31, 2013

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Re: RBSAF 98-066

Dear Section Chief:

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 Lease, dated as of May 31, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 27933

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

Assignor:	BB&T Equipment Finance Corporation 102 W Pennsylvania Avenue Towson, MD 21204
Assignee:	Banc of America Leasing & Capital, LLC 555 California Street, 4th Floor San Francisco, CA 94104

Section Chief  
May 31, 2013  
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A description of the railroad equipment covered by the enclosed document is:

6 pieces of maintenance of way equipment: Nordco BAAM Auto Anchor Machine S/N 690069; 2 Racine Clip Applicator/Removers S/Ns SAR-202-09 and SAR-203-09; 2 Plasser 08-16-NT Tamper-Nippers S/Ns 3373 and 3374; and HTT Harsco 6700-SJ Production Tamper S/N 153606.

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

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$42.00 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 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF ASSIGNMENT OF LEASE**

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of this 31<sup>st</sup> day of May, 2013, is made by BB&T EQUIPMENT FINANCE CORPORATION ("Assignor") and BANC OF AMERICA LEASING & CAPITAL, LLC (the "Assignee", and, together with the Assignor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Assignor and Assignee entered into that certain Specification of Assigned Interest (the "Assignment") dated as of May 31, 2013 relating to the sale by Assignor to Assignee of six (6) pieces of maintenance of way equipment as set forth on Exhibit A attached hereto (the "Equipment") and the assignment by Assignor and assumption by Assignee of Assignor's right, title and interest in, and obligations under, that certain Equipment Schedule No. 066 to Master Lease (defined below), dated as of May 1, 2009 ("Schedule 66"), between Assignor (as assignee of RBS Asset Finance, Inc.), as lessor, and BNSF Railway Company, as lessee ("Lessee"), pursuant to which the Master Lease Agreement No. 98, dated as of August 31, 2006 (the "Master Lease"), between Assignor and Lessee is incorporated therein by reference (together with all of the riders, schedules and other attachments solely related to Schedule 66, collectively, the "Lease").

WHEREAS, the Equipment is subject to the Lease.

WHEREAS, a Memorandum of Lease dated as of March 16, 2009 with respect to the Lease was filed with the Surface Transportation Board (the "STB") on May 7, 2009 as STB Recordation No. 27933 and a Memorandum of Lease Assignment, dated May 1, 2009 with respect to the Lease was filed at the STB on May 7, 2009 as STB Recordation No. 27933-A.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Assignor of its right, title and interest in, and obligations under, the Lease to Assignee, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Assignor hereby confirms the sale of the Equipment to Assignee and the assignment to Assignee of Assignor's right, title and interest in, and obligations under, the Lease in accordance with the terms and conditions of the Assignment, and the Assignee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

*[Signature Page Follows]*

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

BB&T EQUIPMENT FINANCE CORPORATION  
Assignor

By: \_\_\_\_\_

Name: Stephen Gray  
Title: Senior Vice President

STATE OF MARYLAND            )  
  ) SS:  
COUNTY OF BALTIMORE        )

On this 30<sup>th</sup> day of May, 2013, before me personally appeared Stephen Gray, to me personally known, who, by me being duly sworn, says that he/she is Senior Vice President of BB&T EQUIPMENT FINANCE CORPORATION, that the foregoing instrument was signed on behalf of said company, by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Notary Public

My commission expires: December 4, 2016

PATRICIA J. GILLIS  
Notary Public - Maryland  
Baltimore County



EXHIBIT A

- 1 Nordco BAAM Auto Anchor Machine S/N 690069
- 2 Racine SAR Clip Applicator/Remover S/Ns SAR-202-09 and SAR-203-09
- 2 Plasser 08-16-NT Tamper-Nippers S/Ns 3373 and 3374
- 1 HTT Harsco 6700-SJ Production Tamper S/N 153606

**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 3/31/13

Edward M Luria  
Edward M. Luria