

RECORDATION NO. 27874-A FILED

FEB 17 '10 -12 00 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

February 17, 2010

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

Re: RBSAF No. 98-029

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 Lease Assignment (RBSAF No. 98-029), dated as of December 23, 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. 98-029) previously filed with the Board under Recordation Number 27874.

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

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

Assignee: People's Capital and Leasing Corp.
255 Bank Street
Waterbury, CT 06702

Section Chief
February 17, 2010
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A description of the railroad equipment covered by the enclosed document is:

13 pieces of maintenance of way equipment: 3 Racine SAR Clip Applicator-Removers SAR-176-06, SAR-177-06 and SAR-178-06, Racine DAS Dual Anchor Spreader DAS-190-06, 3 Kershaw 46-60 Ballast Regulators 46-585-06, 46-586-06 and 46-587-06, Jackson (HTT) 6700-SJ Production Switch Tamper 153413, JD - Westside TCM-120C Magnet Crane 1206611, Kershaw 12-12 Tie Crane 12-1129-06, 2 Nordco TRIPP Tie Inserter-Removers 760224-06 and 760225-06, and Superior Sales SHC6301 Scrap Hopper Cart SHC2998-1.

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

Memorandum of Lease Assignment (RBSAF No. 98-029).

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

22874-A

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MEMORANDUM OF LEASE ASSIGNMENT

(RBSAF - No. 98)

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease Assignment, dated as of ~~January~~ ^{December 23, 2009}, 2010, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and People's Capital and Leasing Corp., a Connecticut 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. 029, dated as of August 31, 2006 (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 

Name Soula Perakis
Assistant Vice President

Title _____

PEOPLE'S CAPITAL AND LEASING CORP., Assignee

By 
Melissa Curtis
Vice President

State of Illinois)
) 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 Soula Perakis, 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 ~~21st~~ day of January, 2010.

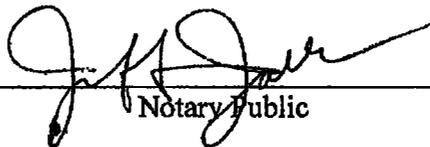


~~Notary Public~~
~~Jeffrey P. Lanigan~~

State of Connecticut)
) ss:
County of New Haven)

BEFORE ME, a Notary Public in and for said County and State, personally appeared People's Capital and Leasing Corp., a Connecticut corporation (the "Corporation"), by Melissa Curtis, 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 Waterbury, CT this 25 day of January, 2010.



Notary Public

JEFF JABLON
Notary Public-Connecticut New Haven County
My Commission Expires March 30, 2012

EXHIBIT A
to
MEMORANDUM OF LEASE

1. **Equipment Schedule:** Equipment Schedule No. 029.

2. **Initial Term:** The Initial Term of Equipment Schedule No. 029 is 84 months commencing as of September 1, 2006.

3. **Equipment:** The Equipment covered by Equipment Schedule No. 029 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/</u> <u>Feature Description</u>	<u>Serial</u> <u>Number</u>	<u>BNSF Number</u>
1	Racine	SAR Clip Applicator-Remover	SAR-176-06	X0100508
1	Racine	SAR Clip Applicator-Remover	SAR-177-06	X0100509
1	Racine	SAR Clip Applicator-Remover	SAR-178-06	X0100510
1	Kershaw	46-60 Ballast Regulator	46-587-06	X0600429
1	Kershaw	12-12 Tie Crane	12-1129-06	X6000261
1	Racine	DAS Dual Anchor Spreader	DAS-190-06	X0100513
1	Jackson	6700-SJ Production Switch Tamper	153413	X5400440
1	Nordco	TRIPP Tie Inserter-Remover	760224-06	X6300196
1	JD-Westside	TCM-120C Magnet Crane	1206611	X6000260
1	Nordco	TRIPP Tie Inserter-Remover	760225-06	X6300197
1	Kershaw	46-60 Ballast Regulator	46-585-06	X0600427
1	Kershaw	46-60 Ballast Regulator	46-586-06	X0600428
1	Superior Sales	SHC6301 Scrap Hopper Cart	SHC2998-1	X8700054

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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: 2/17/10



Robert W. Alvord