

RECORDATION NO. 27885-A FILED

FEB 17 '10 -3 00 PM

**SURFACE TRANSPORTATION BOARD**

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ELIAS C. ALVORD (1942)  
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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 98-042

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 98-042), dated as of December 18, 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 (98-042) previously filed with the Board under Recordation Number 27885.

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

Assignor:	RBS Asset Finance, Inc. 71 S. Wacker Drive, 28 <sup>th</sup> Floor Chicago, IL 60606
Assignee:	Bank Leumi Leasing Corporation 562 Fifth Avenue New York, NY 10036

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

20 pieces of maintenance of way equipment: 3 Kershaw 46-60 Ballast Regulators 46-625-07, 46-626-07 and 46-627-07, 2 Caterpillar 966-H Front End Loaders A6D00445 and A6D00446, Caterpillar 950-H Front End Loader M1G00365, 3 Racine TPI Tie Plate Inserters TPI-027-07, TPI-028-07 and TPI-029-07, Nordco CX-N Spiker w/Nipper 410785, 3 Jackson 6700-SJ Production Switch Tampers 153475, 153476 and 153477, 3 L&H LHAPG-2 Pre-Gager Q08172-1-1-07, Q08172-1-2-07 and Q08172-1-3-07, 2 Superior Sales SHC6301 Bulk Hopper Carts SHC3880-5-07 and SHC3880-6-07, Kershaw 46-60 Ballast Regulator 46-628-07 and Brandt 544J Loader DW544JZ602362.

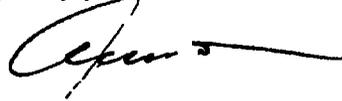
A short summary of the document to appear in the index is.

Memorandum of Lease Assignment (RBSAF 98-042).

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

MEMORANDUM OF LEASE ASSIGNMENT FEB 17 '10 -3 00 PM

(RBSAF - No. 98)

**SURFACE TRANSPORTATION BOARD**

This Memorandum of Lease Assignment, dated as of December 18, 2009, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and Bank Leumi Leasing Corporation, a New York 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. 042 (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: \_\_\_\_\_

**BANK LEUMI LEASING CORPORATION,**  
 Assignee

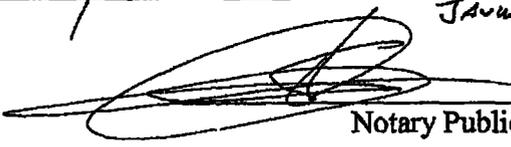
By   
 Name **STEVEN N. CALIGOR**  
**PRESIDENT**  
 Title \_\_\_\_\_



State of New York )  
 ) ss:  
County of New York )

BEFORE ME, a Notary Public in and for said County and State, personally appeared Bank Leumi Leasing Corporation, a New York corporation (the "Corporation"), by Steven Miquis, its 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 New York, NY, this 21<sup>st</sup> day of ~~December, 2009.~~ January, 2010

  
\_\_\_\_\_  
Notary Public

CARLOS A. CABRALES  
Notary Public, State of New York  
No. 02CA5015541  
Qualified in Westchester County  
Commission Expires July 26, 2013

**EXHIBIT A**  
to  
**MEMORANDUM OF LEASE ASSIGNMENT**

1. **Equipment Schedule:** Equipment Schedule No. 042.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 042 is 84 months commencing as of October 1, 2007.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 042 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>
1	Jackson	6700-SJ	Production Switch Tamper	153477	X5400452
2	Superior Sales	SHC6301	Bulk Hopper Cart	SHC3880-5-07 SHC3880-6-07	X8700064 X8700065
1	L&H	LHAPG-2	Pre-Gager	Q08172-1-3-07	X6700083
1	Jackson	6700-SJ	Production Switch Tamper	153475	X5400450
1	Kershaw	46-60	Ballast Regulator	46-626-07	X0600449
1	Caterpillar	966-H	Front End Loader	A6D00446	X2400540
1	Jackson	6700-SJ	Production Switch Tamper	153476	X5400451
1	Nordco	CX-N	Spiker w/Nipper	410785	X4400417
1	Kershaw	46-60	Ballast Regulator	46-625-07	X0600448
1	Kershaw	46-60	Ballast Regulator	46-627-07	X0600450
2	Racine	TPI	Tie Plate Inserter	TPI-028-07 TPI-029-07	X3800166 X3800167
1	Caterpillar	966-H	Front End Loader	A6D00445	X2400539
1	Caterpillar	950-H	Front End Loader	M1G00365	X2400541

1	Racine	TPI	Tie Plate Inserter	TPI-027-07	X3800165
1	L&H	LHAPG-2	Pre-Gager	Q08172-1-1-07	X6700081
1	L&H	LHAPG-2	Pre-Gager	Q08172-1-2-07	X6700082
1	Kershaw	46-60	Ballast Regulator	46-628-07	X0600451
1	Brandt	544J	Loader	DW544JZ602362	X2400543

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