

RECORDATION NO. 27895-^A FILED

APR 01 '10 -8 00 AM

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

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

April 1, 2010

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

Re: RBSAF 98-052

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 98-052), dated as of March 31, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease (98-052) previously filed with the Board under Recordation Number 27895.

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

Assignor: RBS Asset Finance, Inc.
71 S. Wacker Drive, 28th Floor
Chicago, IL 60606

Assignee: PNC Equipment Finance, L.L.C.
Two PNC Plaza
620 Liberty Square Avenue
Pittsburgh, PA 15265

Section Chief
April 1, 2010
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A description of the railroad equipment covered by the enclosed document is.

93 pieces of maintenance of way equipment manufactured by L&H Welding & Machine Company, Nordco, Inc., Caterpillar, Racine Railroad Products Inc., Stanley Hydraulic Tools, Geismar Modern Track Machinery, Kershaw Manufacturing Co., Superior Sales and Jackson as more particularly set forth in the attachment to the document, a copy of which is attached hereto.

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

Memorandum of Lease Assignment (RBSAF 98-052).

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,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a long horizontal flourish extending to the right.

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 March 31, 2010, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and PNC Equipment Finance, LLC, a Delaware limited liability company ("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. 052 (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: _____

PNC EQUIPMENT FINANCE, LLC, Assignee

By 

Name **Michael J. Colangelo**
Vice President

Title _____

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 31 day of March, 2010.

Notary Public
Jeffrey P. Lanigan



State of Pennsylvania)
) ss:
County of Allegheny)

BEFORE ME, a Notary Public in and for said County and State, personally appeared PNC Equipment Finance, LLC, a limited liability company (the "Company"), by Michael J. Colangelo, 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 Company, and the free act and deed of the Company.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Pittsburgh, PA, this 30 day of March, 2010.

Jennifer A. Pitzer
Notary Public
COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Jennifer A. Pitzer, Notary Public
City of Pittsburgh, Allegheny County
My Commission Expires Aug 18, 2012
Member, Pennsylvania Association of Notaries

Expiration Date August 16, 2012

EXHIBIT A
to
MEMORANDUM OF LEASE

1. **Equipment Schedule:** Equipment Schedule No. 052.

2. **Initial Term:** The Initial Term of Equipment Schedule No. 052 is 84 months commencing as of July 1, 2008.

3. **Equipment:** The Equipment covered by Equipment Schedule No. 052 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	Superior Sales	SHC6301	Hopper Cart	SHC4990-2-08 SHC4990-3-08	X8700070 X8700071
1	Caterpillar	420-E-IT	Backhoe Loader	KMW02486	X3200922
3	Stanley	RW30110BN	Robotic Welder		J0500549 J0500550 J0500551
2	L&H	LHAPG-2	Pre-Gager	I05540-1-3-08 I05540-1-4-08	X6700084 X6700085
3	Stanley	RW30110BN	Robotic Welder		J0500560 J0500561 J0500562
3	Stanley	RW30110BN	Robotic Welder		J0500519 J0500520 J0500521
1	Caterpillar	420-E-IT	Backhoe Loader	KMW02483	X3200919
1	Caterpillar	CMC-312C	Magnet Crane	CBA04615	X6000305
1	Nordco	CX-N	Spiker/Nipper	410836	X4400434
2	Nordco	SP2R	Spiker Puller	310135 310136	X4700475 X4700476
2	Nordco	BAAM	Auto Anchor	690053	X0100578

				690054	X0100579
3	Stanley	RW30110BN	Robotic Welder		J0500554 J0500555 J0500556
1	Caterpillar	420-E-IT	Backhoe Loader	KMW02481	X3200918
1	Caterpillar	966-H	Front End Loader	A6D00534	X2400550
3	Stanley	RW30110BN	Robotic Welder		J0500536 J0500537 J0500538
1	Nordco	CX-NG	Spiker with Gager	410842	X4400429
2	Geismar	T2002-D	Lag Driver	1248 1249	X0100568 X0100569
2	Nordco	SP2R	Spiker Puller	310133 310134	X4700473 X4700474
1	Caterpillar	420-E-IT	Backhoe Loader	KMW02485	X3200921
4	Caterpillar	420-E-IT	Backhoe Loader	KMW02474 KMW02497 KMW02499 KMW02484	X3200917 X3200926 X3200927 X3200920
1	Caterpillar	420-E-IT	Backhoe Loader	KMW02468	X3200915
2	Caterpillar	420-E-IT	Backhoe Loader	KMW02490 KMW02488	X3200925 X3200924
3	Stanley	RW30110BN	Robotic Welder		J0500539 J0500540 J0500541
1	Kershaw	46-60	Ballast Regulator	46-660-08	X0600462
1	Caterpillar	420-E-IT	Backhoe Loader	KMW02472	X3200916
1	Caterpillar	420-E-IT	Backhoe Loader	KMW02487	X3200923
1	Caterpillar	420-E-IT	Backhoe Loader	KMW02505	X3200928
1	Nordco	CX-NG	Spiker with Gager	410837	X4400435
3	Stanley	RW30110BN	Robotic Welder		J0500545

					J0500546 J0500547
2	Nordco	CX-NG	Spiker with Gager	410840 410841	X4400427 X4400428
1	Nordco	NVCAR-RBUG	Lag Driver	450001RB-UG	X0100585
1	Jackson	3300-S	Switch Chase/Tamper	153533	X5600258
1	Jackson	6700-SJ	Production Tamper	153540	X5400465
1	Jackson	6700-SJ	Production Tamper	153541	X5400466
2	Superior Sales	CPC2101	Man Hauler Trailer	CPC5176-1-08 CPC5176-2-08	J0400648 J0400649
1	Kershaw	RS64DL	Scorpion Ramp Car	RS64DL-154-08	J6300029
1	Caterpillar	950-H	Front End Loader	K5K01317	X2400548
1	Racine	SAR	Clip Applicator- Remover	SAR-196-08	X0100566
2	Stanley	RW30110BN	Robotic Welder		J0500524 J0500525
3	Stanley	RW30110BN	Robotic Welder		J0500516 J0500517 J0500518
2	Stanley	RW30110BN	Robotic Welder		J0500522 J0500523
3	Stanley	RW30110BN	Robotic Welder		J0500526 J0500527 J0500528
3	Stanley	RW30110BN	Robotic Welder		J0500529 J0500530 J0500531
4	Stanley	RW30110BN	Robotic Welder		J0500532 J0500533 J0500534 J0500535
3	Stanley	RW30110BN	Robotic Welder		J0500542 J0500543

			J0500544
1	Stanley	RW30110BN Robotic Welder	J0500548
2	Stanley	RW30110BN Robotic Welder	J0500552 J0500553
3	Stanley	RW30110BN Robotic Welder	J0500557 J0500558 J0500559
3	Stanley	RW30110BN Robotic Welder	J0500563 J0500564 J0500565

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: 4/10



Robert W. Alvord