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SURFACE TRANSPORTATION BOARD

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

May 18, 2010

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

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 98-055), dated as of May 14, 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 (RBSAF 98-055) previously filed with the Board under Recordation Number 27898.

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

Assignor:	RBS Asset Finance, Inc. 71 S. Wacker Drive, 28 th Floor Chicago, IL 60606
Assignee.	The Fifth Third Leasing Company 38 Fountain Square Plaza Cincinnati, OH 45263

Section Chief
May 18, 2010
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A description of the railroad equipment covered by the enclosed document is:

11 pieces of maintenance of way equipment: Jackson 6700-SJ Production Tamper 153543, Superior SHC6301 Hopper Cart SHC4990-4-08, Nordco NVCAR-RBUG Lag Driver 450008-RBUG-08, 2 Kershaw RS64DL Scorpion Ramp Cars RS64DL-157-08 and RS64DL-158-08, 4 Geismar T2002-D Lag Drivers 01250, 01251, 01252 and 01253, Teleweld THCPU-1 Heater Car (Power Unit) THCPU-1/THCTU-1 and Racine TPI Tie Plate Inserter TPI-CB-037-08.

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

Memorandum of Lease Assignment (RBSAF 98-055).

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

RECORDATION NO. 27898-A FILED

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MEMORANDUM OF LEASE ASSIGNMENT

SURFACE TRANSPORTATION BOARD

(RBSAF - No. 98)

This Memorandum of Lease Assignment, dated as of May 14, 2010, is made by RBS Asset Finance, Inc, a New York corporation ("Assignor") and The Fifth Third Leasing Company, an Ohio 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. 055, dated as of September 15, 2008 (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 Janet Melancon

Title Assistant Vice President

THE FIFTH THIRD LEASING COMPANY, Assignee

By 

Name SCOTT D. KILEY

Title Vice President

State of Ohio)
) ss.
County of Hamilton)

BEFORE ME, a Notary Public in and for said County and State, personally appeared The Fifth Third Leasing Company Ohio corporation (the "Corporation"), by Scott D. Kelly, 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 Cincinnati, OH, Ohio, this 14 day of May, 2010.

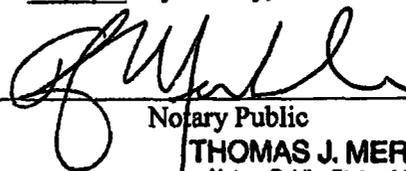

Notary Public
THOMAS J. MERKLE
Notary Public, State of Ohio
My Commission Expires Dec 16, 2013



EXHIBIT A
to
MEMORANDUM OF LEASE

1. **Equipment Schedule:** Equipment Schedule No. 055.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 055 is 84 months commencing as of October 1, 2008.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 055 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	Teleweld	THCPU-1	Heater Car (Power Unit)	THCPU-1/THCTU-1	X8200081/ X8201081
1	Jackson	6700-SJ	Production Tamper	153543	X5400468
3	Geismar	T2002-D	Lag Driver	01250 01251 01252	X0100570 X0100571 X0100572
2	Kershaw	RS64DL	Scorpion Ramp Car	RS64DL-157-08 RS64DL-158-08	J6300031 J6300032
1	Geismar	T2002-D	Lag Driver	01253	X0100573
1	Superior	SHC6301	Hopper Cart	SHC4990-4-08	X8700072
1	Nordco	NVCAR-RBUG	Lag Driver	450008-RBUG-08	X0100586
1	Toyota	7FBH15	Fork Lift Truck	42923	J4400037
1	Racine	TPI	Tie Plate Inserter	TPI-CB-037-08	X3800171

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: 5/18/10



Robert W Alvord