

RECORDATION NO. 27899-A
FILED

MAY 28 10 -3 00 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, DC
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

May 28, 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 98-056), dated as of May 24, 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 98-056) previously filed with the Board under Recordation Number 27899.

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 28, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is.

7 pieces of maintenance of way equipment: 4 Racine TPI Tie Plate Placers TPI-040-08, TPI-041-08, TPI-042-08 and TPI-043-08, Caterpillar CMC-312C Magnet Crane CBA04620, Teleweld THCTU-1 Heater Car (Trailer Unit) X8201082 and Kershaw Scorpion Ramp Car R864DL-159-08

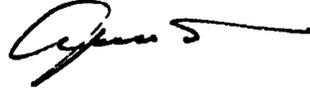
A short summary of the document to appear in the index is:

Memorandum of Lease Assignment (RBSAF 98-056).

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. 27899 - A FILED

MAY 28 '10 -3 00 PM

MEMORANDUM OF LEASE ASSIGNMENT

(RBSAF - No. 98)

SURFACE TRANSPORTATION BOARD

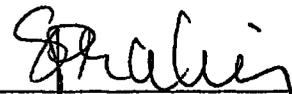
This Memorandum of Lease Assignment, dated as of May 24, 2010, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and The Fifth Third Leasing Company, an Ohio corporation ("Assignee").

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. 056, dated as of October 14, 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 Soula Perakis
Assistant Vice President

Title _____

THE FIFTH THIRD LEASING COMPANY, Assignee

By 

Name Thomas Merkle
Senior Vice President

Title _____

State of IL)
) 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 she 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 24 day of May, 2010.



Sarah Sanchez
Notary Public

State of Ohio)
County of Hamilton) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared The Fifth Third Leasing Company (Ohio) corporation (the "Corporation"), by Thomas Mente, its Senior 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, Ohio, this 24 day of May, 2010.



Paula D. McQueen
Notary Public, State of Ohio
My Commission Expires 10-13-2013

Paula D. McQueen
Notary Public

EXHIBIT A
to
MEMORANDUM OF LEASE

1. **Equipment Schedule:** Equipment Schedule No. 056.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 056 is 84 months commencing as of November 1, 2008.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 056 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	Racine	TPI	Tie Plate Placer	TPI-040-08 TPI-041-08	X3800172 X3800173
2	Racine	TPI	Tie Plate Placer	TPI-042-08 TPI-043-08	X3800174 X3800175
1	Satellite	820	Mobile Office		J4800772
1	Caterpillar	CMC-312C	Magnet Crane	CBA04620	X6000308
1	Teleweld	THCTU-1	Heater Car (Trailer Unit)	A080030	X8201082
1	Kershaw		Scorpion Ramp	R864DL-159-08	J6300033

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: 5/28/10



Robert W Alvord