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SURFACE TRANSPORTATION BOARD

LAW OFFICES OF  
**LOUIS E. GITOMER, LLC.**

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January 3, 2012

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TOWSON, MARYLAND 21204-4022  
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Ms. Cynthia T. Brown  
Chief of the Section of Administration, Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Assumption Agreement, a secondary document, dated as of December 19, 2011. The primary document to which this is connected is recorded under Recordation Number 27988. We request that this document be recorded under Recordation Number 27988-B.

The names and addresses of the parties to the Memorandum of Assignment and Assumption Agreement are:

Assignor:

Natixis Real Estate Holdings LLC  
successor by merger to Natixis Real Estate Capital Inc.  
9 West 57<sup>th</sup> Street, 36<sup>th</sup> Floor  
New York, NY 10019

Assignee:

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

A description of the equipment covered by the Memorandum of Assignment and Assumption Agreement consists of 13 pieces of maintenance of way equipment: 2 Nordco SP2R Spike Pullers S/Ns 310052 and 310053; Nordco TRIPP Tie Inserter Remover 760234; Superior Sales MSC4101 Mechanic Tool and Parts Trailer MSC2997-2-06; Nordco BAAM Auto Anchor Machine 690033; Nordco TRIPP Tie Inserter Remover 760235; Nordco 67 Anchor Remover 670030; Caterpillar 972-II Front End Loader A7D00285; Kershaw 38-6 Adzer-Cribber 38-178-06; Nordco BAAM Auto Anchor Machine 690035; Swingmaster 181 Swing Loader W/Hyrails 2006181TCL0237;

Ms. Cynthia T. Brown  
January 3, 2012  
Page 2

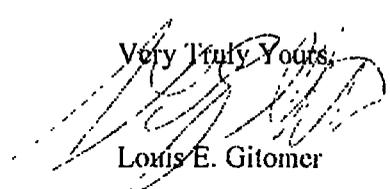
Superior Sales SHC6301 Scrap Hopper Cart SHC3298-06; and Nordco BAAM Auto Anchor Machine 690034.

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Assumption Agreement between Natixis Real Estate Holdings I.L.C successor by merger to Natixis Real Estate Capital Inc., 9 West 57<sup>th</sup> Street, 36<sup>th</sup> Floor, New York, NY 10019, and RBS Asset Finance, Inc., 480 Jefferson Blvd, Warwick, RI 02886, covering 13 pieces of maintenance of way equipment: 2 Nordco SP2R Spike Pullers S/Ns 310052 and 310053; Nordco TRIPP Tie Inserter Remover 760234; Superior Sales MSC4101 Mechanic Tool and Parts Trailer MSC2997-2-06; Nordco BAAM Auto Anchor Machine 690033; Nordco TRIPP Tie Inserter Remover 760235; Nordco 67 Anchor Remover 670030; Caterpillar 972-H Front End Loader A7D00285; Kershaw 38-6 Adzer-Cribber 38-178-06; Nordco BAAM Auto Anchor Machine 690035; Swingmaster 181 Swing Loader W/Hyrails 2006181TCL0237; Superior Sales SHC6301 Scrap Hopper Cart SHC3298-06; and Nordco BAAM Auto Anchor Machine 690034.

Very Truly Yours,



Louis E. Gitomer

Enclosure

JAN 03 '12 -4 16 PM

## SURFACE TRANSPORTATION BOARD

## MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This Memorandum of Assignment and Assumption Agreement is dated as of December 19, 2011 (the "Memorandum") between Natixis Real Estate Holdings LLC ("Natixis") (successor by merger to Natixis Real Estate Capital Inc. ("NREC")), as assignor and RBS Asset Finance, Inc. ("RBS"), as assignee.

RBS, as lessor, and BNSF Railway Company ("BNSF"), as lessee, entered a Memorandum of Lease (RBSAF 98-033) (the "Lease") dated as of March 31, 2009, which was recorded with the Surface Transportation Board (the "Board") at 8:00 am on June 19, 2009 under Recordation No. 27988 for 13 pieces of maintenance of way equipment: 2 Nordco SP2R Spike Pullers S/Ns 310052 and 310053; Nordco TRIPP Tie Inserter Remover 760234; Superior Sales MSC4101 Mechanic Tool and Parts Trailer MSC2997-2-06; Nordco BAAM Auto Anchor Machine 690033; Nordco TRIPP Tie Inserter Remover 760235; Nordco 67 Anchor Remover 670030; Caterpillar 972-H Front End Loader A7D00285; Kershaw 38-6 Adzer-Cribber 38-178-06; Nordco BAAM Auto Anchor Machine 690035; Swingmaster 181 Swing Loader W/Hyrails 2006181TCL0237; Superior Sales SHC6301 Scrap Hopper Cart SHC3298-06; and Nordco BAAM Auto Anchor Machine 690034 (the "Equipment").

RBS, as assignor, and NREC, as assignee entered a Memorandum of Lease Assignment (RBSAF 98-033) dated as of June 20, 2009, which was recorded with the Board at 8:00 am on June 19, 2009 under Recordation No. 27988-A for the Equipment.

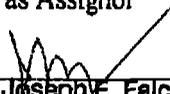
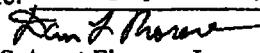
NOW, THEREFORE, Natixis and RBS have entered this Memorandum to evidence for the record, as follows:

1. Natixis assigns, transfers and sets over to RBS all of Natixis' right, title, interest, powers and privileges under the Lease.
3. RBS accepts the assignment and agrees to assume, do, undertake and perform all obligations, duties, liabilities and undertakings of Natixis under the Lease, accruing from and after the date hereof.
4. This Memorandum may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum to be executed by its duly authorized officer as of the date first written above.

Natixis Real Estate Holding<sup>2</sup> LLC  
as Assignor

By:   
Name: Joseph F. Falcone III  
Title: Managing Director, Senior Legal Structurer  
 Dan J. Rosenbaum  
RBS Asset Finance, Inc. Director  
as Assignee

By:   
Name: Linda Simoone  
Title: Vice-President

State of NEW YORK        )  
  ) ss.  
County of NEW YORK        )

On this 19<sup>th</sup> day of December, 2011, before me, Carroll Paes, the undersigned Notary Public, personally appeared Joseph F. Falcone III and Dan L. Rosenbaum personally known to me to be the person who executed the within Memorandum of Assignment and Assumption Agreement as Managing Director and Director, respectively, on behalf of Natixis Real Estate Holdings I.I.C, and acknowledged to me that the corporation executed it.



Notary Public for NEW YORK  
My Commission expires 10/2/2015

**CARROLL A. PAES**  
Notary Public, State of New York  
No. 01PA6249073  
Qualified in Kings County  
Commission Expires 10/2/2015

State of Rhode Island     )  
  ) ss.  
County of Kent             )

On this 19th day of December, 2011, before me, Tina Costa, the undersigned Notary Public, personally appeared Linda Simeone personally known to me to be the person who executed the within instrument as Vice President on behalf of RBS Asset Finance, Inc., and acknowledged to me that the corporation executed it.

Tina Costa  
Notary Public for Rhode Island  
My Commission expires 6/29/15