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

March 1, 2013

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 Security Agreement, dated as of March 1, 2013, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor/ Secured Party:	RBS Asset Finance, Inc. 71 S. Wacker Drive, 28th Floor Chicago, Illinois 60606
Lessee/ Debtor:	Patriot Leasing Company LLC 12312 Olive Boulevard, Suite 434 St. Louis, Missouri 63141

Chief, Section of Administration  
March 1, 2013  
Page 2

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

1 20 Ton Diesel Locomotive: Serial Number 93114.

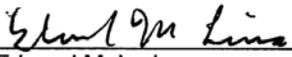
A short summary of the document to appear in the index is:

Memorandum of Security Agreement.

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,

By   
Edward M. Luria

EML/bhs  
Enclosures

MEMORANDUM OF SECURITY AGREEMENT

This MEMORANDUM OF SECURITY AGREEMENT ("Memorandum") dated as of \_\_\_\_\_, 2013 is between RBS ASSET FINANCE, INC., as Lessor/Secured Party, and PATRIOT LEASING COMPANY LLC, as Lessee/Debtor.

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Lessee/Debtor and Lessor/Secured Party have previously entered into that certain Master Lease Agreement ("Master Lease") as of December 22, 2008, as well as that certain Lease Schedule No. 006 dated as of December 31, 2008 (as amended, restated, supplemented or otherwise modified, "Lease Schedule No. 006") to the Master Lease. The Lease Schedule contains as an integral part thereof a respective Purchase Option / Renewal Option Rider and an Early Purchase Option Rider, (collectively, "EBOs"). Lessee/Debtor and Lessor/Secured Party entered into an Amendment to Master Lease Agreement and Lease Schedules (including Lease Schedule No. 006) dated as of December 22, 2008 (the "Lease Amendment") allowing, *inter alia*, the Lessee/Debtor to purchase One 20 Ton Diesel Locomotive with serial number 93114 (the "Equipment") as identified in the Lease Amendment, and in which Lessee/Debtor, to the extent necessary, has granted to Lessor/Secured Party a first priority security interest in the Equipment until the purchase price has been fully paid and the security interest is released.

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page is intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

RBS ASSET FINANCE, INC.

By: [Signature]  
Name: Patricia J. Timilty  
Title: VP

State of Massachusetts )  
County of Suffolk ) ss

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, this 1<sup>st</sup> day of March, 2013, by Patricia Timilty as Vice President of RBS ASSET FINANCE, INC.

[Signature]  
Notary Public

My commission expires:



**KATANDRA D. OLOWU**  
Notary Public  
Commonwealth of Massachusetts  
My Commission Exp. Mar. 15, 2013



**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: March 1, 2013

*Edward M. Luria*

Edward M. Luria