

RECORDATION NO. 31455-A
FILED DECEMBER 30, 2015 5:43 PM
SURFACE TRANSPORTATION BOARD

December 30, 2015

VIA ELECTRONIC FILING

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street SW
Washington, DC 20423-0001

Re: Recordation of Documents – Rail
Secondary Document
Owner/Assignor: Fifth Third Equipment Finance Company
Assignee: Key Equipment Finance, a division of KeyBank National Association
Memorandum of Assignments of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is a Memorandum of Assignment Lease Agreement, dated December 30, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents, 49 C.F.R. Section 1177. The primary document to which this is connected is recorded under Recordation No. 31455.

The enclosed document relates to a Memorandum of Lease Agreement filed October 31, 2014 under Recordation No. 31455.

We request that the document be recorded under Recordation No. 31455.

The enclosed Memorandum of Assignment of Lease Agreement is an assignment by Fifth Third Equipment Finance Company ("Assignor") to Key Equipment Finance, a division of KeyBank National Association ("Assignee") of Lease Schedule No. 1, date October 31, 2014, covering three hundred ninety-six (396) covered hopper railcars with marks and numbers SHPX 462800-463200 (excluding 462846, 462969, 462970, 462978 and 463143) and to be remarked as PINX 462800-463200 (excluding 462846, 462969, 462970, 462978 and 463143)

DWT 28642248v1 0046569-000779

The names and addresses of the parties to the document are as follows:

Owner/Assignor: Fifth Third Equipment Finance Company
MD10904A
38 Fountain Square Plaza
Cincinnati, OH 45263

Assignee: Key Equipment Finance, a division of KeyBank National
Association

(a) A description of the equipment covered by the document follows:

three hundred ninety-six (396) covered hopper railcars with marks and numbers SHPX 462800-463200 (excluding 462846, 462969, 462970, 462978 and 463143) and to be remarked as PINX 462800-463200 (excluding 462846, 462969, 462970, 462978 and 463143)

A check in the amount of \$43.00 is being remitted. Please return the recorded document to:

Richard J. Schroeder
Davis Wright Tremaine LLP
1201 3rd Avenue, Suite 2200
Seattle, WA 98101

A short summary of the document to appear in the index as follows:

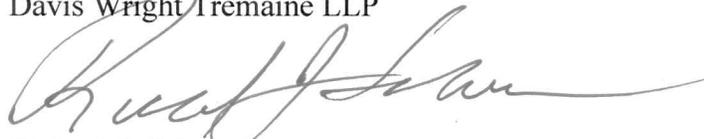
Secondary Document: Memorandum of Assignment of Lease Agreement, dated December 30, 2015, between Fifth Third Equipment Finance Company, as owner and assignor, and Key Equipment Finance, a division of KeyBank National Association, as assignee, covering three hundred ninety-six (396) covered hopper railcars with marks and numbers SHPX 462800-463200 (excluding 462846, 462969, 462970, 462978 and 463143) and to be remarked as PINX 462800-463200 (excluding 462846, 462969, 462970, 462978 and 463143)

This document does not contain a hereafter acquired clause.

Chief, Section of Administration
December 30, 2015
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Very truly yours,

Davis Wright Tremaine LLP

A handwritten signature in black ink, appearing to read "Richard J. Schroeder", written in a cursive style.

Richard J. Schroeder

Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

(SCHEDULE NO. 1)

between

FIFTH THIRD EQUIPMENT FINANCE COMPANY,
("ASSIGNOR")

and

KEY EQUIPMENT FINANCE, a division of KeyBank National Association,

("ASSIGNEE")

DECEMBER 30, 2015

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, _____, 2015, at _____ a.m./p.m.

Recordation Number _____

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT is made and entered into as of December 30, 2015, by and between FIFTH THIRD EQUIPMENT FINANCE COMPANY ("Assignor") and KEY EQUIPMENT FINANCE, a division of KeyBank National Association ("Assignee").

1. Pinnacle Polymers, LLC, as lessee ("Lessee") has heretofore entered into that certain Memorandum of Lease Agreement dated as of October 31, 2014 (the "Memorandum of Lease Agreement") pertaining to the 396 covered hopper railcars described therein leased pursuant to that certain Rail Equipment Net Leasing Agreement No. 018 dated as of October 31, 2014, and Schedule No. 1 thereto dated October 31, 2014 (collectively, the "Lease") between Pinnacle Polymers, LLC, as lessee, and Assignor as lessor.

2. The Memorandum of Lease Agreement was filed and recorded as Recordation No. 31455 with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 and 49 CFR 1177 on October 31, 2014, at 4:30 p.m.

3. Assignor has assigned to Assignee all right, title and interest of Assignor in and to the Lease and the three hundred ninety-six (396) covered hopper railcars identified on Exhibit No. 1 to the Memorandum of Lease Agreement under Recordation No. 31455 (the Assigned Railcars, as defined below).

4. Assignor and Assignee desire to confirm of record the assignment to Assignee of the rights of Assignor as Lessor in and to the Assigned Railcars and the Lease.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby confirm and agree that Assignor has assigned to Assignee all right, title and interest of Assignor in, to and under the Lease and the three hundred ninety-six (396) covered hopper railcars with marks and numbers SHPX 462800-463200 (excluding 462846, 462969, 462970, 462978 and 463143) and to be remarked as PINX 462800-463200 (excluding 462846, 462969, 462970, 462978 and 463143) (collectively, "Assigned Railcars"), leased thereunder, and Assignee has accepted such assignment.

This Memorandum of Assignment of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one Memorandum of Assignment of Lease Agreement.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease Agreement to be executed as of the date first above written.

ASSIGNOR:

FIFTH THIRD EQUIPMENT FINANCE COMPANY

Name: Michael Hube

By: Michael Hube

Title: VICE PRESIDENT

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 30th day of December, 2015, before me appeared Michael Hube, the person who signed this instrument, who acknowledged that (s)he is the VP of FIFTH THIRD EQUIPMENT FINANCE COMPANY and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.



Ellen J. Ratney
Notary Public, State of Ohio
My Commission Expires 02-20-2019

Ellen J. Ratney
NOTARY PUBLIC for the State of Ohio
Residing at Hamilton County, Ohio
My Commission Expires: 2-20-19

[Assignor signature page]

[Schedule No. 1/STB]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment Lease Agreement to be executed as of the date first above written.

ASSIGNEE:

KEY EQUIPMENT FINANCE, a division of KeyBank National Association

Name: [Signature]

By: RICHARD ANDERSEN

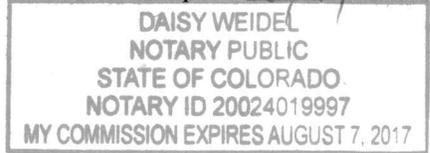
Title: Designated Signer

STATE OF COLORADO)
) ss.
COUNTY OF BOULDER)

On this 29th day of December, 2015, before me appeared Richard Andersen, the person who signed this instrument, who acknowledged that he is the Designated Signer of KEY EQUIPMENT FINANCE, a division of KeyBank National Association, and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Signature]

NOTARY PUBLIC for the State of Colorado
Residing at 4654 FIELD ST. WHEAT RIDGE, CO 80035
My Commission Expires: 8/7/17



[Assignee signature page]

[Schedule No. 1/STB]