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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

June 30, 2015

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

Dear Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of June 30, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment and Assumption Agreement previously filed with the Board under Recordation Number 28033.

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

Assignor: PNC Equipment Finance, LLC
One PNC Plaza, 10th Floor
249 Fifth Avenue
Pittsburgh, PA 15222

Assignee: Santander Bank, N.A.
551 Fifth Avenue
New York, New York 10176

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

135 railcars: EDEX 9500 – EDEX 9634

Chief
Section of Administration
June 30, 2015
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A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$43.00 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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of June 30, 2015

between

SANTANDER BANK, N.A.

as Assignee

and

PNC EQUIPMENT FINANCE, LLC

as Assignor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO

49 U.S.C. §11301 ON JUNE ____, 2015 at ____:____.m.

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of June 30, 2015, by and between SANTANDER BANK, N.A. (the "Assignee") and PNC EQUIPMENT FINANCE, LLC (the "Assignor"), with reference to the following:

Assignor, as successor to JAIX Leasing Company, as Lessor, and The Empire District Electric Company, as Lessee, have heretofore executed that certain Railcar Equipment Lease dated as of August 7, 2009, (the "Agreement"), and, pursuant thereto, that certain Rider 1, executed by Lessor on August 7, 2009 and Lessee on August 7, 2009 (the "Rider 1," together with the Agreement and all documents and instruments executed in connection therewith, collectively, the "Lease"), pertaining to the railcars described therein and further described on Exhibit No. 1 attached hereto (the "Railcars").

A Memorandum of Assignment and Assumption Agreement as to Rider 1 was recorded with the Surface Transportation Board on September 14, 2009, under Recordation No. 28033.

Assignor and Assignee have executed that certain Specification of Purchased Assets dated as of June 30, 2015, pursuant to which Assignor has assigned to Assignee all of its rights and obligations under the Lease with respect to the Railcars.

The parties hereto wish to show for public record this Memorandum of Assignment of Lease to provide notice of such assignment.

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

PNC EQUIPMENT FINANCE, LLC

By: 
Name: Sue Lubben
Title: Vice President

SANTANDER BANK, N.A.

By: 
Name: FRANCIS E. GRADY
Title: Vice President

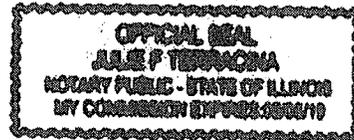
STATE OF Illinois)
) ss.
COUNTY OF DuPage)

I HEREBY CERTIFY, that on this 30th day of June, 2015, before me, the undersigned, a Notary Public of the State of Illinois, personally appeared Sue Lubben, who acknowledged herself to be the Vice President of PNC EQUIPMENT FINANCE, LLC known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that she executed the same for the purposes therein contained as the duly authorized Vice President of said corporation by signing the name of the corporation by herself as the Vice President.

AS WITNESS my hand and notarial seal.

Julie F. Terracina
Notary Public

My commission expires: 02/06/19.



STATE OF Massachusetts)
) ss.
COUNTY OF Suffolk)

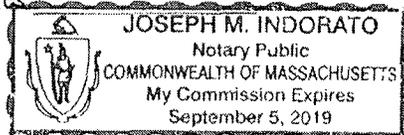
I HEREBY CERTIFY, that on this 30th day of June, 2015, before me, the undersigned, a Notary Public of the State of Massachusetts, personally appeared Francis E. GRIMARD, who acknowledged himself to be the Vice President of SANTANDER BANK, N.A., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires:



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: June 30, 2015

Edward M Luria

Edward M. Luria