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April 28, 2015

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 Assignment of Lease Agreement, dated as of April 17, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 24600.

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

Assignor: Fifth Third Equipment Finance Company (f/k/a
The Fifth Third Leasing Company)
38 Fountain Square Plaza
MD 10904A
Cincinnati, Ohio 45263

Assignee: Banc of America Leasing & Capital, LLC
One Financial Plaza
Providence, RI 02901

Section Chief
April 28, 2015
Page 2

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

125 railcars within the series RWSX 23131 – RWSX 23260 as set forth in the document.

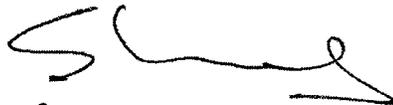
A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease Agreement.

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,

A handwritten signature in black ink, appearing to read 'E. M. Luria', with a stylized flourish at the end.

↖ Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT is made and entered into as of April 17, 2015, by and between FIFTH THIRD EQUIPMENT FINANCE COMPANY (f/k/a THE FIFTH THIRD LEASING COMPANY) ("Assignor") and BANC OF AMERICA LEASING & CAPITAL, LLC ("Assignee").

1. SunTrust Equipment Finance & Leasing Corp ("Original Lessor") as lessor and Oglethorpe Power Corporation as lessee ("Lessee") have heretofore entered into that certain Memorandum of Lease Agreement dated as of September 23, 2003 (the "Memorandum of Lease Agreement") pertaining to the railcars described therein (the "Railcars") leased pursuant to that certain Master Lease Agreement dated as of September 23, 2003 ("Master Lease"), Schedule No. 2 thereto dated September 23, 2003 ("Schedule No. 2").

2. The Memorandum of Lease Agreement was filed and recorded as Recordation No. 24600 with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 and 49 CFR 1177 on September 23, 2003, at 1:53 p.m.

3. On December 29, 2009, Original Assignor assigned to Assignor all right, title and interest of Original Assignor in and to the Railcars and in and to Schedule No. 2.

4. A Memorandum of Assignment of Lease evidencing such assignment was filed and recorded as Recordation No. 24600-C with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 and 49 CFR 1177 on February 23, 2010, at 10:15 a.m.

5. On April 17, 2015, Assignor has assigned to Assignee all right, title and interest of Assignor in and to the Railcars (excepting Railcars with marks and numbers RWSX 23171, RWSX 23195, RWSX 23200, RWSX 23201, and RWSX 23255 (reflecting casualties)) and in and to Schedule No. 2.

6. Assignor and Assignee desire to confirm of record the assignment to Assignee of the rights of Assignor under Schedule No. 2 and to the Railcars subject thereto.

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 Schedule No. 2 and the one hundred twenty-five (125) aluminum, automatic discharge railcars manufactured by Johnstown America Corporation, with marks and numbers (i) RWSX 23131 - 23170, (ii) RWSX 23172 - 23194 inclusive, (iii) RWSX 23196 - RWSX 23199, (iv) RWSX 23202 - 23254 inclusive, and (v) RWSX 23256 - 23260 inclusive 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 (STB) Schedule No. 2 to be executed as of the date first above written.

ASSIGNOR:

FIFTH THIRD EQUIPMENT FINANCE COMPANY
(f/k/a THE FIFTH THIRD LEASING COMPANY)

By: Randall Strong
Name: RANDALL C. STRONG
Title: Vice President

STATE OF OHIO

COUNTY OF HAMILTON

)
) ss.
)

On this 16th day of April, 2015, before me appeared Randall Strong, the person who signed this instrument, who acknowledged that (s)he is the vice president of FIFTH THIRD EQUIPMENT FINANCE COMPANY (f/k/a THE FIFTH THIRD LEASING COMPANY), and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Signature]

NOTARY PUBLIC for the State of
Ohio
My Commission Expires: 5-18-16



Natasha Givens
Notary Public, State of Ohio
My Commission Expires 05-18-2016

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease Agreement (STB) Schedule No. 2 to be executed as of the date first above written.

ASSIGNEE:

BANC OF AMERICA LEASING & CAPITAL, LLC

By: *Pam Holz*
Name: **Pam Holz**
Title: **Vice President**

STATE OF GEORGIA

COUNTY OF DEKALB

)
) ss.
)

On this 17th day of April, 2015, before me appeared Pam Holz, the person who signed this instrument, who acknowledged that (s)he is the Vice President of Banc of America Leasing & Capital, and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said company.

Jeanne Marie Martell
NOTARY PUBLIC for the State of GA

My Commission Expires: 09 July 2018

JEANNE MARIE MARTELL
NOTARY PUBLIC
Gwinnett County
State of Georgia
My Comm. Expires July 9, 2018

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: 4/28/15

Edward M Luria
Edward M. Luria