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September 21, 2015

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 e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment of Lease, a secondary document, dated as of September 18, 2015. The primary documents to which this is connected are recorded under Recordation No. 25323 and 25323-D. We request that this document be recorded under Recordation No. 25323-BB.

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

Assignor:

MassMutual Asset Finance LLC  
2 Hampshire Street, Suite 101  
Foxboro, MA 02035

Assignee:

BB&T Equipment Finance Corporation  
600 Washington Avenue; Suite 201  
Towson, MD 21204

A description of the equipment covered by the Memorandum of Assignment of Lease consists of 115 hopper cars numbered PGNX 5100-5155, inclusive, 5161-5214, inclusive, and 6101-6105, inclusive.

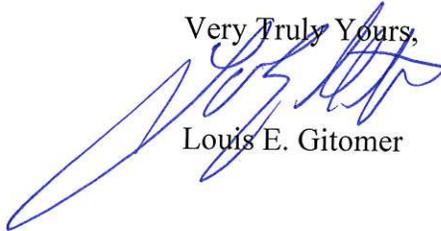
Ms. Cynthia T. Brown  
September 21, 2015  
Page 2

A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Assignment of Lease between MassMutual Asset Finance LLC, 2 Hampshire Street, Suite 101, Foxboro, MA 02035, and BB&T Equipment Finance Corporation, 600 Washington Avenue; Suite 201, Towson, MD 21204, covering 115 hopper cars numbered PGNX 5100-5155, inclusive, 5161-5214, inclusive, and 6101-6105, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF ASSIGNMENT OF LEASE

This Memorandum of Assignment of Lease between BB&T Equipment Finance Corporation (the "Assignee") and MassMutual Asset Finance LLC (the "Assignor") is effective as of September 18, 2015.

1. This instrument relates to that certain Master Rail Car Lease Agreement No. 1392 dated as of October 11, 2004 (the "Lease Agreement") and the related Equipment Schedule No. 006 (the "Schedule" which term shall also include any and all riders, addenda and exhibits attached to the Schedule), between ICX Corporation ("ICX"), as lessor, and Duke Energy Progress, Inc. (f/k/a Carolina Power & Light Company) (d/b/a Progress Energy Carolinas, Inc.), as lessee (the "Lessee"), pursuant to which Assignor leased to Lessee the railcars bearing the following reporting marks and road numbers (the "Equipment"):

115 Johnstown 286K GRL railcars bearing reporting marks and road numbers PGNX 5100-5155, PGNX 5161-5214, and PGNX 6101-6105

The Schedule and, to the extent incorporated in the Schedule, the Lease Agreement, are collectively referred to hereinafter as the "Lease".

2. A Memorandum of Lease with respect to the Lease was recorded with the Surface Transportation Board under Recordation Number 25323, and a Memorandum of Supplement to Lease was filed with the Surface Transportation Board under Recordation Number 25323-D.

3. Pursuant to certain agreements dated as of March 24, 2005, ICX assigned its interests in the Equipment and the Lease to Winmark Limited Funding, LLC ("WLF"). As a result of these assignments, WLF acquired all of ICX's right, title, and interest in and to the Equipment and the Lease. A Memorandum of Assignment of Lease with respect to such assignment was recorded with the Surface Transportation Board under Recordation Number 25323-K.

4. Pursuant to certain agreements dated as of December 31, 2014, WLF assigned its interests in the Equipment and the Lease to Assignor. As a result of these assignments, Assignor acquired all of WLF's right, title, and interest in and to the Equipment and the Lease. A Memorandum of Assignment of Lease with respect to such assignment was recorded with the Surface Transportation Board under Recordation Number 25323-X.

5. Pursuant to certain agreements dated as of September 18, 2015, Assignor assigned its interests in the Equipment and the Lease to Assignee. As a result of these assignments, Assignee has acquired all of Assignor's right, title, and interest in and to the Equipment and the Lease of Assignor.

6. The addresses of the parties are as follows:

Assignor: MassMutual Asset Finance LLC, Two Hampshire Street, Suite 101, Foxboro, MA 02035

Assignee: BB&T Equipment Finance Corporation, 600 Washington Avenue, Suite 201, Towson, MD 21204

7. The terms and provisions of the Lease and the assignments are more particularly set forth in the Lease Agreement, the Schedule and the assignment agreements and are incorporated herein by reference.

8. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

**(remainder of page intentionally left blank; signature page and acknowledgements follow)**

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

**ASSIGNOR: MASSMUTUAL ASSET FINANCE LLC**

By:   
Signature

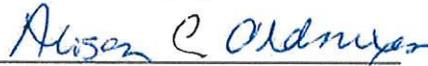
Its: David Coutu, President

COMMONWEALTH OF MASSACHUSETTS

COUNTY OF NORFOLK

On September 18, 2015, before me appeared David Coutu, to me personally known, who being by me duly sworn says that he is the President of MassMutual Asset Finance LLC, and that he executed the foregoing instrument on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



  
Notary Public  
My commission expires: 10/27/17

**ASSIGNEE: BB&T EQUIPMENT FINANCE CORPORATION**

By: \_\_\_\_\_  
Signature

Its: \_\_\_\_\_  
Printed Name and Title

STATE OF MARYLAND

COUNTY OF \_\_\_\_\_

On September \_\_, 2015, before me appeared \_\_\_\_\_, to me personally known, who being by me duly sworn says that he / she is the \_\_\_\_\_ of BB&T Equipment Finance Corporation, and that he / she executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

\_\_\_\_\_  
Notary Public  
My commission expires:

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

**ASSIGNOR: MASSMUTUAL ASSET FINANCE LLC**

By: \_\_\_\_\_  
Signature

Its: David Coutu, President

COMMONWEALTH OF MASSACHUSETTS

COUNTY OF NORFOLK

On September 18, 2015, before me appeared David Coutu, to me personally known, who being by me duly sworn says that he is the President of MassMutual Asset Finance LLC, and that he executed the foregoing instrument on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

[NOTARIAL SEAL]

\_\_\_\_\_  
Notary Public  
My commission expires:

**ASSIGNEE: BB&T EQUIPMENT FINANCE CORPORATION**

By: \_\_\_\_\_  
Signature

Its: **STEPHEN GRAY**  
**Senior Vice President**  
Printed Name and Title

STATE OF MARYLAND

COUNTY OF Baltimore

On September 18, 2015, before me appeared Stephen Gray, to me personally known, who being by me duly sworn says that he / she is the Senior VP of BB&T Equipment Finance Corporation, and that he / she executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL] REGINA M. MCMAHUS  
NOTARY PUBLIC  
BALTIMORE COUNTY

\_\_\_\_\_  
Notary Public  
My commission expires: 10-15-16