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OF COUNSEL
URBAN A. LESTER

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November 19, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. *21123-A* FILED

NOV 19 '99

11-00AM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Assignment of Lease Agreement, dated as of November 19, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

and Equipment Schedule # 3

The enclosed document relates to the Lease Agreement[↑] previously filed with the Board under Recordation Number 21123.

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

Assignor: General Electric Business Asset Funding Corporation
4 North Park Drive, Suite 500
Hunt Valley, Maryland 21031

Assignee: Fifth Third Leasing Company
38 Fountain Square Plaza
Cincinnati, Ohio 45263

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

Equipment as originally filed herein

#3665

Mr. Vernon A. Williams
November 19, 1999
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

NOV 19 '99

11-00AM

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT (this "Assignment") is made and entered into as of November 19, 1999, by and between GENERAL ELECTRIC BUSINESS ASSET FUNDING CORPORATION ("Assignor") and FIFTH THIRD LEASING COMPANY ("Assignee").

Assignor, successor to MetLife Capital Corporation, ~~the assignee of The First National Bank of Maryland~~, as Lessor, and Buffalo & Pittsburgh Railroad, Inc., as Lessee, have heretofore entered into that certain Railcar Lease Agreement dated as of December 29, 1997 (the "Lease") pertaining to the railcars described therein (the "Railcars"). The Memorandum of Lease Agreement with respect to the Lease has been filed on December 31, 1997 under Recordation Number 21123 with the Surface Transportation Board (formerly known as the Interstate Commerce Commission) pursuant to 49 U.S.C. § 11301.

Concurrently herewith, Assignor has assigned to Assignee all right, title and interest of Assignor in and to the Railcars and the Lease; and the parties desire to effect the assignment of the rights of Assignor under 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 hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

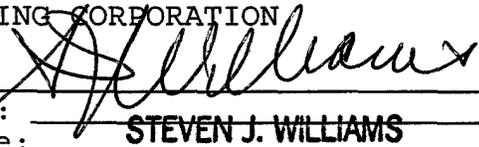
This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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:

GENERAL ELECTRIC BUSINESS ASSET
FUNDING CORPORATION

By: 

Name: _____

Title: **STEVEN J. WILLIAMS**

**TRANSACTION AND SYNDICATION
MANAGER**

ASSIGNEE:

FIFTH THIRD LEASING COMPANY

By: _____

Name: _____

Title: _____

STATE OF MARYLAND)
) ss.
COUNTY OF BALTIMORE)

On this 17th day of November, 1999, before me appeared Steven J. Williams, the person who signed the foregoing instrument, who acknowledged that he is the Transaction and Syndication Manager of General Electric Business Asset Funding Corporation and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]

Tracy E. Houck
Notary Public

My commission expires: 8-1-02, _____

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.

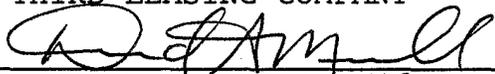
ASSIGNOR:

GENERAL ELECTRIC BUSINESS ASSET
FUNDING CORPORATION

By: _____
Name: _____
Title: _____

ASSIGNEE:

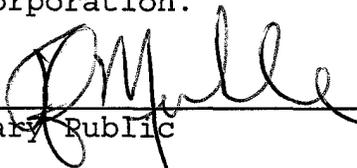
FIFTH THIRD LEASING COMPANY

By: 
Name: **DAVID A. MERRILL**
Title: **VICE PRESIDENT**

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 17 day of November, 1999, before me appeared David A. Merrill, the person who signed the foregoing instrument, who acknowledged that he is the Vice President of Fifth Third Leasing Company and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]



Notary Public

My commission expires: _____, _____

THOMAS J. MERKLE
Notary Public, State of Ohio
My Commission Expires Dec. 16, 2001