

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

September 24, 1999

RECORDATION NO. 19004-C FILED

SEP 24 '99 2-00PM

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

Dear Mr. Williams:

W.A.L.
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 September 21, 1999, 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 19004.

The name and address of the party to the enclosed document are:

Assignor: General Electric Business Asset Funding Corporation
Four North Park Drive, Suite 500
Hunts Valley, Maryland 21030

Assignee: The Fifth Third Leasing Company
Fifth Third Center
Cincinnati, Ohio 45263

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

Equipment as originally filed herein

Mr. Vernon Williams
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Page Two

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 copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 19004-C FILED

SEP 24 '99

2-00PM

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT (this "Memorandum") is made and entered into as of September ~~24~~, 1999, by and between GENERAL ELECTRIC BUSINESS ASSET FUNDING CORPORATION ("Assignor") and THE FIFTH THIRD LEASING COMPANY ("Assignee").

Assignor, successor to MetLife Capital, Limited Partnership, as Lessor, and Chicago, Central & Pacific Railroad Company, as Lessee, have heretofore entered into that certain Master Equipment Lease Agreement dated September 30, 1994 (the "Lease") pertaining to the railcars described therein (the "Railcars"). The Lease was filed on September 30, 1994 under Recordation Number 19004 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 Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same instrument.

[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: _____

STEVEN J. WILLIAMS

Title: _____

**TRANSACTION AND SYNDICATION
MANAGER**

ASSIGNEE:

THE FIFTH THIRD LEASING COMPANY

By: _____

Name: _____

Title: _____

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:

THE FIFTH THIRD LEASING COMPANY

By: 

Name: **DAVID A. MERRILL**

Title: **VICE PRESIDENT**

STATE OF Maryland) ss.
COUNTY OF Baltimore

On this 23rd day of September, 1999, before me appeared Steve Williams the person who signed the foregoing instrument, who acknowledged that [he][she] is the of General Electric Business Asset Funding Corporation and that, being duly authorized, [he][she] signed such instrument as a free act on behalf of said corporation.

[Seal] Tracy E. Houck
Notary Public

My commission expires: 8-1-02,

STATE OF _____)
COUNTY OF _____) ss.

On this ___ day of September, 1999, before me appeared _____, the person who signed the foregoing instrument, who acknowledged that [he][she] is the of The Fifth Third Leasing Company and that, being duly authorized, [he][she] signed such instrument as a free act on behalf of said corporation.

[Seal] _____
Notary Public

My commission expires: _____,

STATE OF _____)
) ss.
COUNTY OF _____)

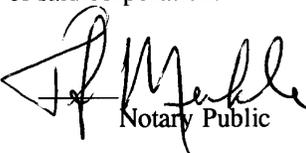
On this ___ day of September, 1999, before me appeared _____, the person who signed the foregoing instrument, who acknowledged that [he][she] is the _____ of General Electric Business Asset Funding Corporation and that, being duly authorized, [he][she] signed such instrument as a free act on behalf of said corporation.

[Seal] _____
Notary Public

My commission expires: _____, ____

STATE OF OH)
) ss.
COUNTY OF Hamilton)

On this 23 day of September, 1999, before me appeared David Merrill, the person who signed the foregoing instrument, who acknowledged that [he][she] is the Vice President of The Fifth Third Leasing Company and that, being duly authorized, [he][she] 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