

LAWYERS



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July 30, 2004

VIA MESSENGER

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

RECORDATION NO. 23148-A FILED
JUL 30 '04 2-15 PM
SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

Enclosed for recordation pursuant to 49 U.S.C. § 11301, are two (2) originals of Memorandum of Lease Assignment, dated as of July 30, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents. The primary document to which this is connected is recorded under Recordation No. 23148, and is a Memorandum of Lease Agreement between SunTrust Leasing Corporation as lessor and Conoco, Inc. as lessee. The enclosed Memorandum of Lease Assignment is an assignment by SunTrust Leasing Corporation as Assignor to The Fifth Third Leasing Company as Assignee covering the railcars subject thereto.

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

Assignor:

SUNTRUST LEASING CORPORATION
29 W. Susquehanna Avenue, Suite 400
Towson, MD 21204

Assignee:

THE FIFTH THIRD LEASING COMPANY
38 Fountain Square Plaza
MD 10904A
Cincinnati, OH 45263

Vernon A. Williams
July 30, 2004
Page 2

A description of the equipment covered by the Memorandum of Lease Assignment consists of:

Seventy-five (75) Union Tank Car Company specialty designed
LPG Tank Rail Cars with Reporting Marks CONX 9800 through
and including CONX 9874, together with all attachments,
accessories, accessions and substitutions thereto.

A fee of \$30.00 is enclosed. Please return one of the originals to:

Richard J. Schroeder
Davis Wright Tremaine, LLP
1501 Fourth Avenue, Suite 2600
Seattle, WA 98101

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

Memorandum of Lease Assignment between SunTrust Leasing Corporation, 29 W. Susquehanna
Avenue, Suite 400, Towson, MD 21204, as Assignor, and The Fifth Third Leasing Company, 38
Fountain Square Plaza, MD 10904A, Cincinnati, OH 45263, as Assignee, covering:

Seventy-five (75) Union Tank Car Company 33,800 gallon LPG
tank rail cars with Reporting Marks CONX 9800 through and
including CONX 9874, together with all attachments, accessories,
accessions and substitutions thereto.

The document does not contain a hereafter acquired clause.

Very truly yours,

Davis Wright Tremaine LLP



Richard J. Schroeder

Enclosures

RECORDATION NO. 23148-A FILED

JUL 30 '04

2-15 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE ASSIGNMENT

THIS MEMORANDUM OF LEASE ASSIGNMENT is made and entered into as of July 30, 2004 between SUNTRUST LEASING CORPORATION ("Assignee") and THE FIFTH THIRD LEASING COMPANY ("Assignee"), with reference to the following:

1. The Lease Documents. SunTrust Leasing Corporation ("Lessor") and Conoco, Inc., Delaware Charter Number 0917525 ("Lessee") are parties to that certain Railcar Lease Agreement No. 0566, dated as of September 26, 2000 (the "Master Lease"), and Schedule No. 001, dated September 26, 2000 (the "Assigned Schedule"), whereby Lessor leases to Lessee 33,800 gallon LPG tank rail cars, as more fully described in the Schedule 1 attached hereto and made a part hereof (hereinafter referred to as the "Railcars"). A Memorandum of Lease Agreement was recorded with the Surface Transportation Board (the "STB"), with respect to the Assigned Schedule and assigned Recordation No. 23148. The Master Lease (solely as it relates to the Assigned Schedule), and the Assigned Schedule, are hereinafter collectively referred to as the "Lease Documents." Capitalized terms used herein without definitions shall have the meanings given them in the Master Lease.

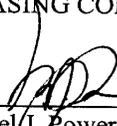
2. The Assignment. Assignor is, effective as of the date hereof: (a) assigning to Assignee, all rights, title, interests and obligations of the Lessor in, under and to the Lease Documents, and Assignee shall be accepting and assuming all of the same, in each such case to the extent attributable to the period commencing on and continuing after the consummation of such assignment and acceptance, pursuant, in part, to that certain Master Assignment Agreement dated as of November 22, 2002 and the Assignment and Specification of Assigned Equipment Schedule dated as of the date hereof, each between Assignor and Assignee; and (b) selling the Railcars to Assignee, and Assignee shall be the owner of the rail cars and Assignor shall have no interest or authority of any nature regarding the Railcars.

3. Counterparts. This Memorandum of Lease Assignment may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, each of the parties hereto has caused this MEMORANDUM OF LEASE ASSIGNMENT to be executed by its duly authorized officer as of the date first above written.

SUNTRUST LEASING CORPORATION
as Assignor

By: 
Name: Michael J. Powers
Title: Secretary

THE FIFTH THIRD LEASING COMPANY
as Assignee

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, each of the parties hereto has caused this MEMORANDUM OF LEASE ASSIGNMENT to be executed by its duly authorized officer as of the date first above written.

SUNTRUST LEASING CORPORATION
as Assignor

By: _____
Name: _____
Title: _____

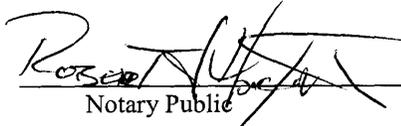
THE FIFTH THIRD LEASING COMPANY
as Assignee

By: Edward McElveen
Name: _____
Title: EDWARD MCELVEEN
Vice President

STATE OF MARYLAND)
) ss.
COUNTY OF BALTIMORE)

On this the 29th day of July, 2004 before me appeared Michael J. Powers, the person who signed this instrument, who acknowledged that ~~(s)he~~ is the Secretary of SUNTRUST LEASING CORPORATION and that being duly authorized ~~(s)he~~ signed such instrument as a free act of said corporation.

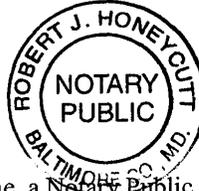
[Seal]



Notary Public

My commission expires: 9/1/2005

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)



ROBERT J. HONEYCUTT
Notary Public, State of Maryland
County of Baltimore

On this _____ day of July, 2004, before me, a Notary Public in and for the State of Ohio, personally appeared _____, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that (s)he was authorized to execute the instrument, and acknowledged it as the _____ of THE FIFTH THIRD LEASING COMPANY to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

NOTARY PUBLIC in and for the State of
Ohio, residing at _____
My appointment expires _____
Print Name _____

STATE OF MARYLAND)
) ss.
CITY OF BALTIMORE)

On this the ____ day of July, 2004 before me appeared _____, the person who signed this instrument, who acknowledged that (s)he is the _____ of SUNTRUST LEASING CORPORATION and that being duly authorized (s)he signed such instrument as a free act of said corporation.

[Seal]

Notary Public

My commission expires:

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 29 day of July, 2004, before me, a Notary Public in and for the State of Ohio, personally appeared EDWARD MCKEON, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that (s)he was authorized to execute the instrument, and acknowledged it as the VP of THE FIFTH THIRD LEASING COMPANY to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.



NOTARY PUBLIC in and for the State of
Ohio residing at THOMAS J. MERKLE
My appointment expires Notary Public, State of Ohio
Print Name My Commission Expires Dec. 16, 2007

SCHEDULE 1 TO
MEMORANDUM OF LEASE AGREEMENT

This Schedule 1 is to and a part of that certain Memorandum of Lease Assignment entered into as of July 30, 2004 by SunTrust Leasing Corporation ("Assignor"), as seller, in favor of The Fifth Third Leasing Company, as assignee (the "Memorandum").

The "Railcars" referred to in the Memorandum are comprised of all of the Railcars and other property leased by Assignor to Conoco, Inc., Delaware Charter Number 0917525 ("Lessee") under that certain RailCar Lease Agreement, dated as of September 26, 2000 (the "Master Lease"), and Schedule No. 001, dated September 26, 2000 (the "Assigned Schedule"), entered into between Assignor, as lessor, and Lessee, as lessee, including without limitation:

Seventy-five (75) Union Tank Car Company 33,800 gallon LPG tank rail cars with Reporting Marks CONX 9800 through and including CONX 9874, together with all attachments, accessories, accessions and substitutions thereto: