

LAWYERS

RECORDATION NO. 27102-C FILED 

Davis Wright Tremaine LLP

DEC 10 '07 -10 31 AM

SURFACE TRANSPORTATION BOARD

RICHARD J. SCHROEDER
DIRECT (206) 757-8139
rickschroeder@dwt.com

SUITE 2200
1201 THIRD AVENUE
SEATTLE, WA 98101-3045

TEL (206) 622-3150
FAX (206) 628-7699
www.dwt.com

December 10, 2007

E-FILING RECORDATION

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

Re: Memorandum of Assignment/Secondary Document to Recordation No. 27102B

Dear Secretary Williams:

Enclosed for recordation pursuant to 49 U.S.C. § 11301, is a Memorandum of Assignment, dated as of December 7, 2007, 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. 27102. The enclosed document relates to a Memorandum of Lease Agreement filed July 30, 2007, under Recordation No. 27102 between National City Commercial Capital Company, LLC, as Lessor, and Polyone Corporation, as Lessee.

We request that the document be recorded under Recordation No. 27102-C.

The enclosed Memorandum of Assignment is an assignment by National City Commercial Capital Company, LLC ("Assignor") to The Fifth Third Leasing Company ("Assignee") of Lease Schedule No. 002, and the railcars subject thereto.

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

Assignor:

National City Commercial Capital Company LLC
69 Euclid Ave., Suite 510
Cleveland, Ohio 44114

Honorable Vernon A. Williams
December 10, 2007
Page 2

Assignee:

**The Fifth Third Leasing Company
MD 10904A
38 Fountain Square Plaza
Cincinnati, Ohio 45263**

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

**Seventy-eight (78) ACF 5,250 cubic feet covered hopper cars
bearing the marks and numbers as set forth below:**

**TGCX 1209, 1210, 1214, 1215, 1216, 1220-1.226, inclusive, 1228, 1229,
1231, 1232, 1233, 1235-1238, inclusive, 1240-1243, inclusive, 1245, 1248,
1251, 1252, 1254, 1255, 1259, 1260, 1261, 1264, 1265, 1269-1275,
inclusive, 1278, 1281, 1284, 1287, 1288, 1291, 1292, 1294, 1295, 1298,
1299, 1300, 1309, 1311, 1315, 1321, 1322, 1323, 1326, 1327, 1328, 1330,
1331, 1338, 1340, 1344, 1346, 1349, 1356, 1357, 1358, 1366, 1370, 1374,
and 1385**

**together with all attachments, accessories, accessions and
substitutions thereto.**

A fee of \$35.00 is being remitted. Please return one of the originals to:

**Richard J. Schroeder
Davis Wright Tremaine LLP
1201 Third Avenue, Suite 1700
Seattle, WA 98101-3045**

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

**Memorandum of Assignment between National City Commercial
Capital Company, LLC, as Assignor, and The Fifth Third Leasing
Company, as Assignee, covering:**

**Seventy-eight (78) ACF 5,250 cubic feet covered hopper cars
TGCX 1209, 1210, 1214, 1215, 1216, 1220-1.226, inclusive, 1228,
1229, 1231, 1232, 1233, 1235-1238, inclusive, 1240-1243,
inclusive, 1245, 1248, 1251, 1252, 1254, 1255, 1259, 1260,
1261, 1264, 1265, 1269-1275, inclusive, 1278, 1281, 1284, 1287,
1288, 1291, 1292, 1294, 1295, 1298, 1299, 1300, 1309, 1311,
1315, 1321, 1322, 1323, 1326, 1327, 1328, 1330, 1331, 1338,
1340, 1344, 1346, 1349, 1356, 1357, 1358, 1366, 1370, 1374,
and 1385.**

Honorable Vernon A. Williams
December 10, 2007
Page 3

The document does not contain a hereafter acquired clause.

Very truly yours,

Davis Wright Tremaine LLP



Richard J. Schroeder

Enclosures

DEC 10 '07

-10 31 AM

MEMORANDUM OF ASSIGNMENT

THIS MEMORANDUM OF ASSIGNMENT, dated as of the 7th day of ~~December~~ **SURFACE TRANSPORTATION BOARD** December, 2007 is made by National City Commercial Capital Company, LLC, with an address of 995 Dalton Ave, Cincinnati, Ohio 45203 ("Assignor") and The Fifth Third Leasing Company, an Ohio corporation with an address at 38 Fountain Square Plaza, MD#10904A, Cincinnati, OH 45263 ("Assignee").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Assignor and Assignee entered into that certain Master Assignment Agreement dated September 27, 2006, as amended by Amendment No. 01 dated August 20, 2007, and a Specification of Assigned Interest dated December 7, 2007 (collectively, the "Assignment");

WHEREAS, under the Assignment, Assignor assigned and Assignee assumed all of Assignor's present and future rights, obligations, and interest in, to and under that certain Schedule No. 002 (104672000), dated November 21, 2007 (the "Schedule"), by and between Assignor, as lessor thereunder, and Polyone Corporation as lessee thereunder, and executed pursuant to that certain Rail Car Lease Agreement, dated as of July 25, 2007 (the "Lease Agreement"; together, the Schedule, with all riders and addenda related thereto, and the Lease Agreement, but only as incorporated by reference within the Schedule, collectively, the "Lease"), relating to Thirty Four (34) 1977, ACF 5,250 cubic feet covered hopper cars, Twenty Three (23) 1978, ACF 5,250 cubic feet covered hopper cars, Twenty (20) 1979, ACF 5,250 cubic feet covered hopper cars and One (1) 1980, ACF 5,250 cubic feet covered hopper car, as more completely described on Schedule A attached hereto and made a part hereof (the "Equipment"), as described in a Memorandum of Lease Agreement, dated as of November 21, 2007 filed with the Surface Transportation Board on November 26, 2007 and assigned Recordation No. 27102B;

WHEREAS, Assignor and Assignee desire to show for the public record the existence of the aforesaid Assignment, and their respective interests therein and accordingly, Assignor and Assignee here caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby confirm and agree that, as provided in the Assignment, Assignor has assigned to Assignee all right, title and interest of Assignor in, to and under the Lease and Assignee has accepted such assignment and has assumed the obligations thereunder.

The terms and provisions of the Assignment and the Lease are more particularly set forth in the Assignment and Lease, respectively, as referenced above.

This Memorandum of Assignment may be executed in any number of counterparts, each executed counterpart constituting as an original but altogether only one Memorandum of Assignment.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment to be executed as of the day and year first above written.

Assignor:
NATIONAL CITY COMMERCIAL
CAPITAL COMPANY, LLC

By: *Mr. Granaglia*
Name: Michael V. Granaglia
Title: Vice President

Assignee:
THE FIFTH THIRD LEASING
COMPANY

By: *Scott D. Kiley*
Name: SCOTT D. KILEY
Title: Vice President

[Polyone Corporation – STB]

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 6th day of December, 2007 before me appeared Michael V. Gramaglia, the person who signed this instrument, who acknowledged that (s)he is the V.P. of NATIONAL CITY COMMERCIAL CAPITAL COMPANY, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said limited liability company.



CHARLENE F. SWINGLE
Notary Public, State of Ohio
My commission expires 10/14/2009

Charlene F. Swingle
Notary Public
My Commission expires:
10/14/2009

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this ___ day of December, 2007, before me appeared _____, the person who signed this instrument, who acknowledged that (s)he is a _____ of THE FIFTH THIRD LEASING COMPANY, and that, being duly authorized, (s)he signed such instrument as a free act of said company.

[Seal]

Notary Public
My Commission expires:

[Polyone Corporation – STB]

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this ___ day of November, 2007 before me appeared _____, the person who signed this instrument, who acknowledged that (s)he is the _____ of NATIONAL CITY COMMERCIAL CAPITAL COMPANY, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said limited liability company.

[Seal]

Notary Public
My Commission expires:

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 30 day of November, 2007, before me appeared Scott D. K. / s/, the person who signed this instrument, who acknowledged that (s)he is a VP of THE FIFTH THIRD LEASING COMPANY, and that, being duly authorized, (s)he signed such instrument as a free act of said company.



Elaine Ellis
Notary Public
My Commission expires:
ELAINE ELLIS
Notary Public, State of Ohio
My Commission Expires Sept. 14, 2012

[Polyone Corporation – STB]

SCHEDULE A

Equipment Description

Thirty Four (34) 1977, ACF 5,250 cubic feet covered hopper cars, Twenty Three (23) 1978, ACF 5,250 cubic feet covered hopper cars, Twenty (20) 1979, ACF 5,250 cubic feet covered hopper cars and One (1) 1980, ACF 5,250 cubic feet covered hopper car bearing the marks and numbers as set forth below:

Description of Railcars and Reporting Marks

<u>Equipment Description</u>	<u>Reporting Mark</u>	<u>Car No</u>
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1209
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1210
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1214
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1215
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1216
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1220
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1221
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1222
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1223
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1224
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1225
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1226
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1228
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1229
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1231
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1232
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1233
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1235
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1236
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1237
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1238
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1240
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1241
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1242
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1243
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1245
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1248
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1251
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1252
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1254
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1255
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1259
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1260
1977, ACF, 5,250 cubic feet covered hopper car	TGCX	1261
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1264
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1265

<u>Equipment Description</u>	<u>Reporting Mark</u>	<u>Car No</u>
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1269
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1270
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1271
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1272
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1273
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1274
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1275
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1278
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1281
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1284
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1287
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1288
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1291
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1292
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1294
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1295
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1298
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1299
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1300
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1309
1978, ACF, 5,250 cubic feet covered hopper car	TGCX	1311
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1315
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1321
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1322
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1323
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1326
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1327
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1328
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1330
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1331
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1338
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1340
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1344
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1346
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1349
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1356
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1357
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1358
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1366
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1370
1979, ACF, 5,250 cubic feet covered hopper car	TGCX	1374
1980, ACF, 5,250 cubic feet covered hopper car	TGCX	1385