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OF COUNSEL  
URBAN A LESTER

December 21, 2007

RECORDATION NO. 16899-I FILED

DEC 21 '07 -3 0 0 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment, dated December 21, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement previously filed with the Commission under Recordation Number 16899 and subsequent lease agreements in that recordation.

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

Assignor: Connell Finance Company, Inc.  
45 Cardinal Drive  
Westfield, NJ 07090-1099

Assignee: Banc of America Leasing & Capital, LLC  
555 California Street, 4<sup>th</sup> Floor  
San Francisco, California 94104

Mr. Vernon A. Williams  
December 21, 2007  
Page 2

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

187 used 110 ton aluminum/steel Bethgon coalporter cars: CSCX 3001 - CSCX 3190, excluding CSCX 3023, CSCX 3117 and CSCX 3163.

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

Memorandum of Assignment.

Also enclosed is a check in the amount of \$35.00 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/sem  
Enclosures

DEC 21 '07 4:30 PM

**MEMORANDUM OF ASSIGNMENT**

SURFACE TRANSPORTATION BOARD

**THIS MEMORANDUM OF ASSIGNMENT**, dated December 21, 2007, is made by Banc of America Leasing & Capital, LLC, a Delaware limited liability company with an address at 555 California Street, 4th Floor, San Francisco, California 94104 (the "*Transferee*"), and Connell Finance Company, Inc., a New Jersey corporation (the "*Transferor*" and, together with the Transferee, the "*Parties*").

**KNOW BY ALL PERSONS BY THESE PRESENTS THAT:**

**WHEREAS**, Transferor, as lessor, and Coal Supply Corporation ("*CSC*"), as lessee, previously entered into that certain Lease Agreement, dated as of May 1, 1990 (as amended and supplemented, the "*Lease*") pursuant to which Transferor leased the railcars identified in Schedule 1 attached hereto ("*Equipment*") and was filed with the Interstate Commerce Commission ("*ICC*") (now known as the Surface Transportation Board ("*STB*")) on June 20, 1990 at 2:20 p.m. and was assigned Recordation No. 16899;

**WHEREAS**, pursuant to the Coal Supply Service Agreement, dated as of May 1, 1990 (the "*CSC Agreement*"), between CSC and Consumers Energy Company (formerly known as Consumers Power Company) ("*Consumers*"), CSC made the Equipment available to Consumers;

**WHEREAS**, CSC and Consumers entered into that certain Coal Supply Service Agreement Supplement No. 1, dated as of May 1, 1990 (the "*CSC Supplement*" and together with the CSC Agreement, the "*CSC Documents*");

**WHEREAS**, that certain Memorandum of Coal Supply Service Agreement, dated May 1, 1990, between CSC and Consumers, was filed with the ICC on June 20, 1990 at 2:00 p.m. and was assigned Recordation No. 16899-D;

**WHEREAS**, that certain Memorandum of Coal Supply Service Agreement Supplement No. 1, dated May 1, 1990, between CSC and Consumers, was filed with the ICC on June 20, 1990 at 2:00 p.m. and was assigned Recordation No. 16899-E;

**WHEREAS**, pursuant to an Assignment and Assumption Agreement, dated December 21, 2007, between Transferee and Transferor (the "*Assignment Agreement*"), Transferor agreed to sell the Equipment to Transferee and to assign to Transferee certain rights, title, interest and obligations of Transferor in, to and under the Lease and the CSC Documents, and Transferee agreed to purchase the Equipment and agreed to such assignment;

**WHEREAS**, the Parties wish to show for the public record the existence of the aforesaid sale and assignment, and the respective interests therein of the Parties;

**NOW, THEREFORE**, to accomplish the foregoing, the Parties are filing this Memorandum of Assignment with the STB pursuant to 49 U.S.C. Section 11301(a). In the event

of any conflict between the provisions of this Memorandum of Assignment and the Assignment Agreement, the provisions of the Assignment Agreement shall control.

This Memorandum 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.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment to be executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferor by authority of its beneficiaries and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferor. I further declare that the foregoing is true and correct.

CONNELL FINANCE COMPANY, INC.

By: 

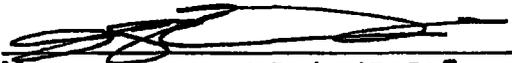
Name SHANE CONNELL  
EXECUTIVE VICE PRESIDENT

Title: \_\_\_\_\_

State of NJ )  
 )  
County of UNION )

On this, the 20<sup>th</sup> day of December, 2007, before me, a Notary Public in and for said County and State, personally appeared Shane Connell, a Executive Vice President of Connell Finance Company, Inc. who acknowledged himself to be a duly authorized officer, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: CHRISTOPHER O. JEGEDE, Notary Public  
My Commission Expires: June 19, 2008  
Residing in \_\_\_\_\_

CHRISTOPHER O. JEGEDE  
NOTARY PUBLIC OF NEW JERSEY  
REGISTERED IN UNION COUNTY  
MY COMMISSION EXPIRES JUNE 19, 2008

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferee and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferee. I further declare that the foregoing is true and correct.

**BANC OF AMERICA LEASING & CAPITAL, LLC**

By: *Kim Lee*

Name: Kim Lee  
Title: Managing Director

State of CALIFORNIA            )  
  )  
County of SAN FRANCISCO    )

On this, the 20<sup>th</sup> day of December, 2007, before me, a Notary Public in and for said County and State, personally appeared Kim Lee, a Managing Director of Banc of America Leasing & Capital, LLC, who acknowledged himself to be a duly authorized officer, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

*Yvette Montalvo Baron*  
Name: Yvette Montalvo-Baron, Notary Public  
My Commission Expires:  
Residing in San Francisco County



**Schedule 1**

**One hundred eighty-seven (187) used 110 ton aluminum/steel Bethgon coalporter cars, manufactured by Bethlehem Steel Freight Car, with the following car marks and numbers: CSCX 3001-3190 (excluding CSCX 3023, 3117 and 3163)**

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/21/07



\_\_\_\_\_  
Robert W. Alvord