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RECORDATION NO. 23702-D FILED

DEC 27 '01 3-37 PM

SURFACE TRANSPORTATION BOARD

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LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

December 27, 2001

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed three originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment Agreement, a secondary document, dated as of December 27, 2001. The primary document to which this is connected is recorded under Recordation No. 23702. We request that one copy of this document be recorded under Recordation No. 23702-D.

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

Assignor:

The Equipment Funding Group, a Division of Provident Commercial Group, Inc.
1745 Shea Center Drive, 4th Floor
Highlands Ranch CO 80129

Assignee:

SunTrust Leasing Corporation
29 West Susquehanna Avenue
Towson, MD 21204

A description of the equipment covered by the Memorandum of Assignment Agreement consists of 250 CF 6221 Centerflow hopper cars numbered XOMX 717001-717250, inclusive.

BALL JANIK LLP

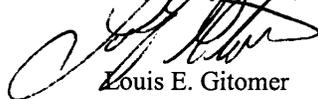
Honorable Vernon A. Williams
December 27, 2001
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A fee of \$ 28.00 is enclosed. Please return two originals to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Assignment Agreement between The Equipment Funding Group, a Division of Provident Commercial Group, Inc., 1745 Shea Center Drive, 4th Floor, Highlands Ranch CO 80129, and SunTrust Leasing Corporation, 29 West Susquehanna Avenue, Towson, MD 21204, covering 250 CF 6221 Centerflow hopper cars numbered XOMX 717001-717250, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

MEMORANDUM OF ASSIGNMENT AGREEMENT

Memorandum of Assignment Agreement, made and entered into on December __, 2001, by and between The Equipment Funding Group, a Division of Provident Commercial Group, Inc. ("Assignor") and SunTrust Leasing Corporation ("Assignee") of the Lease Agreement dated October 11, 2001 (the "Lease") by and between The Equipment Funding Group, a Division of Provident Commercial Group, Inc. ("Lessor"), and Exxon Mobil Corporation ("Lessee").

WITNESSETH:

The undersigned have entered into that certain Assignment and Specification dated December __, 2001 executed pursuant to a Master Assignment Agreement whereby the Assignor has agreed to assign the Lease to the Assignee and the Assignee has agreed to accept assignment of the Lease from the Assignor subject to the terms defined in said Master Assignment Agreement. The Lease covers certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto leased by Lessor to the Lessee.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

**THE EQUIPMENT FUNDING GROUP,
A DIVISION OF PROVIDENT COMMERCIAL GROUP, INC.**

By: [Signature]
Name: Joseph J. McCusker, Sr.
Title: Senior Vice President

Executed on this ___ day of December, 2001

SUNTRUST LEASING CORPORATION

By: [Signature]
Name: V. M. POWERS
Title: SECRET

Executed on this ___ day of December, 2001

RECORDATION NO. 23702-D FILED

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SURFACE TRANSPORTATION BOARD

State of Colorado)
) ss:
County of Douglas)

On this 19 day of December, 2001, before me personally appeared Joseph J. McCusker, Sr., to me personally known, who being duly sworn, says that he is a Senior Vice President of THE EQUIPMENT FUNDING GROUP, A DIVISION OF PROVIDENT COMMERCIAL GROUP, INC., an Ohio corporation, that said instrument was signed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

* ALIX MASON *
* NOTARY PUBLIC *
* STATE OF COLORADO *

My Commission Expires 11/15/2004


Notary Public

My commission expires:

State of Maryland)
) ss:
County of Baltimore)

On this 20th day of December, 2001, before me personally appeared MICHAEL POWERS, to me personally known, who being duly sworn, says that he is a SECRETARY of SUNTRUST LEASING CORPORATION, an VIRGINIA corporation, that said instrument was signed on behalf of said corporation by an officer duly authorized to sign said instrument, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My commission expires: 6-29-04

KIMBERLY N. CRUTCHFIELD
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires June 29, 2004

**EXHIBIT A
TO MEMORANDUM OF ASSIGNMENT AGREEMENT**

Two hundred fifty (250) new CF 6221 Centerflow Hopper Railcars
manufactured by Trinity Industries, Inc.
and bearing road marks and numbers (all inclusive):

XOMX 717001 through XOMX 717250

A Memorandum of Lease was recorded with the Surface Transportation Board on October 15, 2001 at 4:14 p.m. under recordation number 23702, on October 29, 2001 at 4:16 p.m. under recordation number 23702-A, on November 19, 2001 at 3:03 p.m. under recordation number 23702-B and on December 14, 2001 at 9:51 a.m. under recordation number 23702-C.