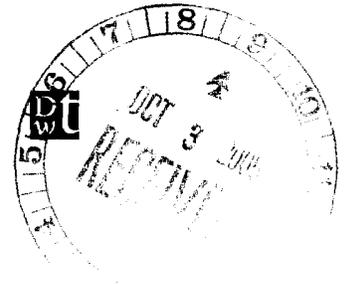


LAWYERS

RECORDATION NO. 23702-E FILED



Davis Wright Tremaine LLP

SEP 30 '05 11:30 AM

SURFACE TRANSPORTATION BOARD

RICHARD J. SCHROEDER
DIRECT (206) 628-7759
rickschroeder@dwt.com

2600 CENTURY SQUARE
1501 FOURTH AVENUE
SEATTLE, WA 98101-1688

TEL (206) 622-3150
FAX (206) 628-7699
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September 30, 2005

VIA FEDERAL EXPRESS

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

Attention: Recordation

Re: Railcar Lease Assignment/Secondary Document to Recordation No. 23702

Dear Secretary Williams:

Enclosed please find a check in the amount of \$33.00 to cover the E-Filing Recordation for the Memorandum of Lease Assignment, dated as of September 30, 2005, **filed** on September 30, 2005, filed as a secondary document. A copy is enclosed for your reference.

This is our first effort at E-Filing, so we would appreciate confirmation that it has been properly submitted and processed.

Thank you for your assistance in this matter.

Very truly yours,

Davis Wright Tremaine LLP

A handwritten signature in cursive script, appearing to read 'Rick Schroeder', written over a horizontal line.

Richard J. Schroeder

RJS:mtk
Enclosures

LAWYERS

RECORDATION NO. 23702-E FILED

Davis Wright Tremaine LLP SEP 30 '05 11:30 AM

SURFACE TRANSPORTATION BOARD



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September 30, 2005

E-FILING RECORDATION

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

Re: Railcar Lease Assignment/Secondary Document to Recordation No. 23702

Dear Secretary Williams:

Enclosed for recordation pursuant to 49 U.S.C. § 11301, is a Memorandum of Lease Assignment, dated as of September 30, 2005, 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. 23702. The enclosed document relates to Lease Supplement No. 1, dated October 12, 2001, subject to a Memorandum of Lease Agreement filed October 1, 2001 under Recordation No. 23702; Lease Supplement No. 2 dated October 29, 2001, subject to a Memorandum of Lease Agreement filed October 29, 2001 under Recordation No. 23702-A; and Lease Supplement No. 3 dated November 19, 2001, subject to a Memorandum of Lease Agreement filed November 19, 2001 under Recordation No. 23702-B.

By a Memorandum of Lease Assignment recorded under Recordation No. 23702-D, the original lessor, The Equipment Funding Group, a Division of Provident Commercial Group, Inc., assigned Lease Supplements Nos. 1, 2 and 3 (and other property not subject to this transaction) to SunTrust Leasing Corporation ("Assignor"). The enclosed Memorandum of Lease Assignment is a further assignment by Assignor to The Fifth Third Leasing Company ("Assignee") of Lease Supplements Nos. 1, 2 and 3 and the railcars subject thereto.

Honorable Vernon A. Williams
September 30, 2005
Page 2

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

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

One Hundred and Eighty-seven (187) Trinity 6221 Cubic Foot
Hopper Railcars with Reporting Marks and number:

XOMX 717001 through XOMX 717041
XOMX 717043 through XOMX 717084
XOMX 717086 through XOMX 717090
XOMX 717092 through XOMX 717094
XOMX 717097 through XOMX 717100
XOMX 717105
XOMX 717042
XOMX 717085
XOMX 717091
XOMX 717096
XOMX 717101 through XOMX 717104
XOMX 717106 through 717127
XOMX 717129 through XOMX 717130
XOMX 717128
XOMX 717131 through XOMX 717144
XOMX 717146 through XOMX 717187
XOMX 717189
XOMX 717192,

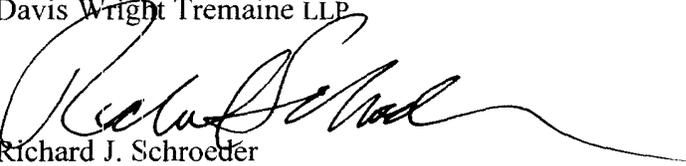
together with all attachments, accessories, accessions and
substitutions thereto.

Honorable Vernon A. Williams
September 30, 2005
Page 4

The document does not contain a hereafter acquired clause.

Very truly yours,

Davis Wright Tremaine LLP

A handwritten signature in cursive script, appearing to read "Richard J. Schroeder", with a long horizontal flourish extending to the right.

Richard J. Schroeder

Enclosures

MEMORANDUM OF LEASE ASSIGNMENT

SEP 30 '05

11:30 AM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE ASSIGNMENT is made and entered into as of September 30, 2005 between SUNTRUST LEASING CORPORATION ("Assignor") and THE FIFTH THIRD LEASING COMPANY ("Assignee"), with reference to the following:

1. The Lease Documents. The Equipment Funding Group, a Division of Provident Commercial Group, Inc. ("Lessor") and Exxon Mobil Corporation ("Lessee") are parties to that certain Lease Agreement dated as of October 11, 2001 (the "Master Lease") and the following:

a. Lease Supplement No. 1, dated October 12, 2001 ("Lease Supplement No. 1"), whereby Lessor leases to Lessee 96 hopper railcars, as more fully described in the Schedule 1 attached hereto and made a part hereof (hereinafter referred to as the "Supplement No. 1 Railcars"), a Memorandum of Lease Agreement was recorded with the Surface Transportation Board (the "STB") with respect to the Supplement No. 1 Railcars on October 15, 2001, and assigned Recordation No. 23702;

b. Lease Supplement No. 2 dated October 29, 2001 ("Lease Supplement No. 2"), whereby Lessor leases to Lessee 32 hopper railcars, as more fully described in Schedule 1 attached hereto and made a part hereof (hereinafter referred to as the "Supplement No. 2 Railcars"), a Memorandum of Lease Agreement was recorded with the STB, with respect to the Supplement No. 2 Railcars on October 29, 2001, and assigned Recordation No. 23702-A; and

c. Lease Supplement No. 3 dated November 19, 2001 ("Lease Supplement No. 3"), whereby Lessor leases to Lessee 59 hopper railcars, as more fully described in Schedule 1 attached hereto and made a part hereof (hereinafter referred to as the "Supplement No. 3 Railcars"), a Memorandum of Lease Agreement was recorded with the STB with respect to the Supplement No. 2 Railcars on November 19, 2001, and assigned Recordation No. 23702-B.

Lease Supplement No. 1, Lease Supplement No. 2, and Lease Supplement No. 3 are referred to collectively as the "Assigned Schedule." The Supplement No. 1 Railcars, Supplement No. 2 Railcars, and Supplement No. 3 Railcars are referred to collectively as the "Railcars." 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. By a Memorandum of Assignment Agreement dated December 27, 2001, and recorded with the STB on December 27, 2001 and assigned Recordation No. 23702-D, Lessor assigned the Lease Documents (and other Lease Supplements not the subject of this instrument) to Assignor.

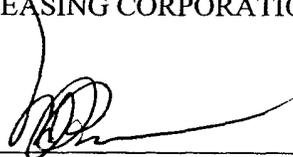
3. The Assignment. Assignor is, effective as of the date hereof: (a) assigning to Assignee, all rights, title, interests and obligations of the Lessor in, under and to the Lease Documents, and Assignee shall be accepting and assuming all of the same, in each such case to the extent attributable to the 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 thereto dated September 30, 2005, each between Assignor and Assignee; and (b) selling the Railcars to Assignee, and Assignee shall be the owner of the Railcars and Assignor shall have no interest or authority of any nature regarding the Railcars.

4. 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.

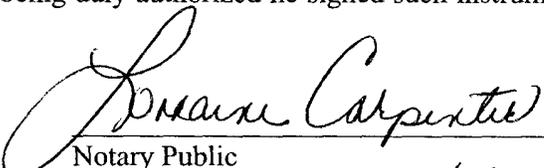
SUNTRUST LEASING CORPORATION
as Assignor

By: 
Michael J. Powers
Secretary

STATE OF MARYLAND)
Baltimore) ss.
)

On this the 28th day of September, 2005 before me appeared Michael J. Powers, the person who signed this instrument, who acknowledged that he is the Secretary of SUNTRUST LEASING CORPORATION and that being duly authorized he signed such instrument as a free act of said corporation.

[Seal]


Notary Public

My Commission Expires: 6/1/08

[Assignor Signature Page]

SCHEDULE 1 TO
MEMORANDUM OF LEASE ASSIGNMENT

This Schedule 1 is to and a part of that certain Memorandum of Lease Assignment (the "Memorandum") entered into as of September 30, 2005 by SunTrust Leasing Corporation ("Assignor"), as seller, in favor of The Fifth Third Leasing Company, as purchaser, ("Assignee").

The "Railcars" referred to in the Memorandum are comprised of all of the Railcars and other property leased by Assignor to Exxon Mobil Corporation ("Lessee") under that certain Lease Agreement dated as of October 11, 2001 (the "Master Lease"), and:

- (a) Lease Supplement No. 1, dated October 12, 2001, covering

Ninety-six (96) CF 6221 Centerflow Hopper railcars manufactured by Trinity Industries Inc. and bearing road marks and numbers (all inclusive): XOMX 717001 through XOMX 717041, XOMX 717043 through XOMX 717084, XOMX 717086 through XOMX 717090, XOMX 717092 through XOMX 717094, XOMX 717097 through XOMX 717100, and XOMX 717105, together with all attachments, accessories, accessions and substitutions thereto:

- (b) Lease Supplement No. 2 dated October 29, 2001, covering:

Thirty-two (32) CF 6221 Centerflow Hopper railcars manufactured by Trinity Industries Inc. and bearing road marks and numbers (all inclusive): XOMX 717042, XOMX 717085, XOMX 717091, XOMX 717096; XOMX 717101 through XOMX 717104; XOMX 717106 through XOMX 717127 and XOMX 717129 through XOMX 717130, together with all attachments, accessories and substitutions thereto.

- (c) Lease Supplement No. 3 dated November 19, 2001, covering:

Fifty-nine (59) CF 6221 Centerflow Hopper railcars manufactured by Trinity Industries Inc. and bearing road marks and numbers (all inclusive): XOMX 717128, XOMX 717131 through XOMX 717144, XOMX 717146 through XOMX 717187; XOMX 717189 and XOMX 717192, together with all attachments, accessories and substitutions thereto.