

RECORDATION NO. 26419-A FILED

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SURFACE TRANSPORTATION BOARD

OF COUNSEL  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

November 20, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

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 of Lease, dated as of November 17, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease of Railroad Equipment previously filed with the Board under Recordation Number 26419.

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

Assignor: SunTrust Leasing Corporation  
29 West Susquehanna Avenue, 4th Floor  
Towson, MD 21204

Assignee: Winmark Equipment Finance, LLC  
2 Hampshire Street  
Foxboro, MA 02035

Mr. Vernon A. Williams  
November 20, 2006  
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A description of the railroad equipment covered by the enclosed document  
is:

150 boxcars: DWC 793750 - DWC 793899.

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

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$34.00 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

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MEMORANDUM OF ASSIGNMENT OF LEASE

1. This instrument relates to that certain Lease of Railroad Equipment No. 1 dated as of May 15, 2006 (the "Lease Agreement") and the related Closing Supplement No. 1 dated as of May 15, 2006 and Closing Supplement No. 2 dated as of September 28, 2006 ("the "Supplements," which term shall also include any and all riders, addenda and exhibits attached to the Supplements), between SunTrust Leasing Corporation, as lessor ("STLC"), and Illinois Central Railroad Company, as lessee (the "Lessee"), pursuant to which STLC leased to Lessee the following railroad equipment: one hundred fifty (150) 60'9" 104-ton plate F double plug boxcars built by Trinity Industries, Inc. in 2006 and bearing marks and numbers DWC 793750 through DWC 793899 inclusive, and all additions and alterations thereto, replacements thereof and substitutions therefor (collectively, the "Equipment").

2. Said Lease Agreement and the Supplements are collectively referred to herein as the "Lease".

3. A Memorandum of Lease with respect to the Lease was recorded with the Surface Transportation Board under Recordation Number 26419.

4. Pursuant to certain agreements dated as of November 17, 2006, STLC's interest in the Lease and in the Equipment has been assigned by STLC to Winmark Equipment Finance, LLC ("WEF").

5. The addresses of the parties are as follows:

STLC: SunTrust Leasing Corporation, 29 West Susquehanna Avenue, 4<sup>th</sup> Floor,  
Towson, Maryland, 21204, Attention: Secretary

WEF: Winmark Equipment Finance, LLC, 2 Hampshire Street, Foxboro,  
Massachusetts 02035, Attention: President

6. The terms and provisions of the Lease and the assignments are more particularly set forth in the Lease and the assignment agreements and are incorporated herein by reference.

7. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

(Remainder of page intentionally left blank; signature page follows)

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum of Assignment of Lease as of November 17, 2006.

**WINMARK EQUIPMENT FINANCE, LLC**

By: *[Signature]*  
John Pedro, Senior Vice President

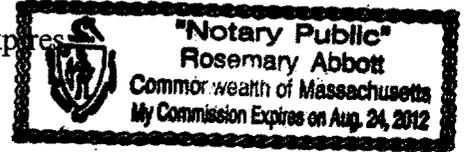
COMMONWEALTH OF MASSACHUSETTS

COUNTY OF NORFOLK

On November 17, 2006, before me appeared John Pedro, to me personally known, who being by me duly sworn says that he is the Senior Vice President of Winmark Equipment Finance, LLC, and that he executed the foregoing instrument on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

[NOTARIAL SEAL]

*Rosemary Abbott*  
Notary Public  
My commission expires \_\_\_\_\_



**SUNTRUST LEASING CORPORATION**

By: \_\_\_\_\_  
(Signature)

Its: \_\_\_\_\_  
(Printed Name and Title)

STATE OF MARYLAND

CITY OF TOWSON

On November \_\_, 2006, before me appeared \_\_\_\_\_, to me personally known, who being by me duly sworn says that he/she is the \_\_\_\_\_ of SunTrust Leasing Corporation, and that he executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

\_\_\_\_\_  
Notary Public  
My commission expires: \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum of Assignment of Lease as of November 17, 2006.

**WINMARK EQUIPMENT FINANCE, LLC**

By: \_\_\_\_\_  
John Pedro, Senior Vice President

COMMONWEALTH OF MASSACHUSETTS

COUNTY OF NORFOLK

On November \_\_, 2006, before me appeared John Pedro, to me personally known, who being by me duly sworn says that he is the Senior Vice President of Winmark Equipment Finance, LLC, and that he executed the foregoing instrument on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

[NOTARIAL SEAL]

\_\_\_\_\_  
Notary Public  
My commission expires:

**SUNTRUST LEASING CORPORATION**

By: \_\_\_\_\_  
(Signature)

Its: D.S. Keough, V.P.  
(Printed Name and Title)

STATE OF MARYLAND

CITY OF TOWSON

On November 17<sup>th</sup>, 2006, before me appeared DONALD S. Keough, to me personally known, who being by me duly sworn says that he is the Vice President of SunTrust Leasing Corporation, and that he executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Thomas Carpenter  
\_\_\_\_\_  
Notary Public  
My commission expires: 6/1/08

**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: 11/20/06



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