

LAWYERS

RECORDATION NO. 27102-A FILED 

Davis Wright Tremaine LLP

AUG 24 '07 -3 59 PM

SURFACE TRANSPORTATION BOARD

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August 24, 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. 27102

Dear Secretary Williams:

Enclosed for recordation pursuant to 49 U.S.C. § 11301, is a Memorandum of Assignment, dated as of August 23, 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-A.

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. 001 (98908000), and the railcars subject thereto.

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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

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:

Ninety-four (94) 1977 ACF 5,250 cubic feet covered hopper cars
bearing the marks and numbers as set forth below:

TGCX 1000 – TGCX 1062, inclusive,
TGCX 1064 – TGCX 1094, inclusive,

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

A fee of \$34.00 is being remitted. Please return one of the originals to:

Richard J. Schroeder
Davis Wright Tremaine, LLP
1501 Fourth Avenue, Suite 2600
Seattle, WA 98101-1688

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:

Ninety-four (94) ACF 5,250 cubic feet covered hopper cars TGCX
1000 – 1062, inclusive, TGCX 1064 – 1094 inclusive, together

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with all attachments, accessories, accessions and substitutions
thereto.

The document does not contain a hereafter acquired clause.

Very truly yours,

Davis Wright Tremaine LLP

A handwritten signature in black ink, appearing to read "Richard J. Schroeder". The signature is written in a cursive, flowing style with a large initial "R".

Richard J. Schroeder

Enclosures

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MEMORANDUM OF ASSIGNMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT, dated as of the 23rd day of August, 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 August 23, 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. 001 (98908000), dated July 31, 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 ninety-four (94) ACF 5,250 cubic feet covered hopper cars (the "Equipment"), as more completely described on Schedule A attached hereto and made a part hereof, as described in a Memorandum of Lease Agreement, dated as of July 26, 2007 filed with the Surface Transportation Board on July 30, 2007 and assigned Recordation No. 27102;

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.

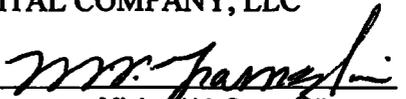
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby confirm and agree that, as provided in the Assignment, Assignor has assigned to Assignee all right, title and interest of Assignor in, to and under the Lease and Assignee 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: 
Name: Michael V. Gramaglia
Title: Vice President

Assignee:
THE FIFTH THIRD LEASING
COMPANY

By: _____
Name: _____
Title: _____

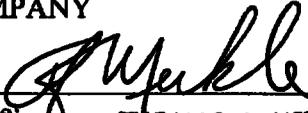
[Polyone Corporation – STB]

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: _____
Name: _____
Title: _____

Assignee:
THE FIFTH THIRD LEASING
COMPANY

By: 
Name: THOMAS J. MERKLE
Title: Vice President

[Polyone Corporation – STB]

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 23RD day of August, 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 August, 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 August, 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 22 day of August, 2007, before me appeared ^{THOMAS A.} MERTLE, the person who signed this instrument, who acknowledged that (s)he is a V.P. 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:
9.14.12

ELAINE ELLIS
Notary Public, State of Ohio
My Commission Expires Sept. 14, 2012

[Polyone Corporation – STB]

SCHEDULE A

Equipment Description

94 - 1977, ACF 5,250 cubic feet covered hopper cars bearing the marks and numbers as set forth below:

**TGCX 1000 – TGCX 1062, inclusive
TGCX 1064 – TGCX 1094, inclusive**