

RECORDATION NO. 24601-B FILED

OCT 14 08 -8 00 AM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A LESTER

October 14, 2008

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Re: Schedule No. 3

Dear Ms. Quinlan:

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 Agreement, dated as of October 10, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 24601.

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

Assignor:	The Fifth Third Leasing Company 8 Fountain Square Plaza Cincinnati Ohio 45263
Assignee:	PNC Equipment Finance, LLC Two PNC Plaza 620 Liberty Square Avenue Pittsburgh, Pennsylvania 15265

Anne K. Quinlan, Esq.
October 14, 2008
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A description of the railroad equipment covered by the enclosed document is:

130 cars: RWSX 23261 - RWSX 23324 and RWSX 23326 - RWSX 23391.

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

Memorandum of Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$41.00 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

RECORDATION NO. 24601-B FILED

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

(SCHEDULE NO. 3)

between

THE FIFTH THIRD LEASING COMPANY,
("ASSIGNOR")

and

PNC EQUIPMENT FINANCE, LLC

("ASSIGNEE")

OCTOBER 10, 2008

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, _____, 2008, at _____ a.m./p.m.
Recordation Number _____

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT is made and entered into as of October 10, 2008, by and between **THE FIFTH THIRD LEASING COMPANY** ("Assignor") and **PNC EQUIPMENT FINANCE, LLC** ("Assignee").

1. Assignor as lessor and Oglethorpe Power Corporation as lessee ("Lessee") have heretofore entered into that certain Memorandum of Lease Agreement dated as of September 23, 2003 (the "Memorandum of Lease Agreement") pertaining to the railcars described therein (the "Railcars") leased pursuant to that certain Master Lease Agreement dated as of September 23, 2003 ("Master Lease"), and Schedule No. 3 thereto dated September 23, 2003 ("Schedule No. 3").

2. The Memorandum of Lease Agreement was filed and recorded as Recordation No. 24601 with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 and 49 CFR 1177 on September 23, 2003, at 2:04 p.m.

3. Assignor has assigned to Assignee all right, title and interest of Assignor in and to the Railcars and in and to Schedule No. 3.

4. Assignor and Assignee desire to confirm of record the assignment to Assignee of the rights of Assignor under Schedule No. 3.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby confirm and agree that Assignor has assigned to Assignee all right, title and interest of Assignor in, to and under Schedule No. 3 and the ONE HUNDRED THIRTY (130) aluminum, automatic discharge railcars manufactured by Johnstown America Corporation, with marks and numbers RWSX 23261 through RWSX 23324, inclusive, and RWSX 23326 through RWSX 23391, inclusive, leased thereunder, and Assignee has accepted such assignment.

This Memorandum of Assignment of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one Memorandum of Assignment of Lease Agreement.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease Agreement (STB) Schedule No. 3 to be executed as of the date first above written.

ASSIGNOR:

THE FIFTH THIRD LEASING COMPANY

By: Randall C. Strong
Name: RANDALL C. STRONG
Title: Vice President

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 4 day of October, 2008, before me appeared RANDALL STRONG, the person who signed this instrument, who acknowledged that (s)he is the VP of THE FIFTH THIRD LEASING COMPANY, and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

Elaine Ellis
NOTARY PUBLIC for the State of
Ohio Residing at Hamilton County
My Commission Expires: ELAINE ELLIS
Notary Public, State of Ohio
My Commission Expires Sept. 14, 2012



[Assignor Signature Page]

[Schedule No. 3/STB]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease Agreement (STB) Schedule No. 3 to be executed as of the date first above written.

ASSIGNEE:

PNC EQUIPMENT FINANCE, LLC

By: Scott A. Reish
Name: SCOTT A. REISH
Title: VICE PRESIDENT

COMMONWEALTH OF PENNSYLVANIA)
) ss.
COUNTY OF ALLEGHENY)

On this 7th day of October, 2008, before me appeared SCOTT A. REISH, the person who signed this instrument, who acknowledged that (s)he is the VICE PRESIDENT of PNC EQUIPMENT FINANCE, LLC, and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said company.

Jennifer A. Pizar
NOTARY PUBLIC for the State of Commonwealth of Pennsylvania Residing at Allegheny County, Pennsylvania
My Commission Expires: August 16, 2012

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Jennifer A. Pizar, Notary Public
City of Pittsburgh, Allegheny County
My Commission Expires Aug. 16, 2012
Member, Pennsylvania Association of Notaries

[Assignee Signature Page]

[Schedule No. 3/STB]

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: 10/14/08



Robert W. Alvord