

**LAW OFFICES OF  
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February 27, 2009

Honorable Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
Washington, DC 20423

RECORDATION NO. 26564-A FILED

FEB 27 '09 -2 50 PM

Dear Acting Secretary Quinlan:

SURFACE TRANSPORTATION BOARD

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment of Lease; a secondary document, dated as of February 27, 2009. The primary document to which this is connected is recorded under Recordation No. 26564. We request that this document be recorded under Recordation No. 26564-A.

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

Assignor:

SunTrust Equipment Finance & Leasing Corp. successor in interest to SunTrust  
Leasing Corporation  
300 East Joppa Road  
Hamilton Plaza, Suite 700  
Towson, MD 21286

Assignee:

BB&T Equipment Finance Corporation  
102 West Pennsylvania Avenue  
Towson, MD 21204

A description of the equipment covered by the Memorandum of Assignment of Lease consists of 200 48-foot 115-ton steel coil cars (built by National Steel Car Limited in 2006) numbered GTW 187400-187599, inclusive.

Honorable Anne K. Quinlan  
February 27, 2009  
Page 2

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

A short summary of the document to appear in the index follows: Memorandum of Assignment of Lease between SunTrust Equipment Finance & Leasing Corp. successor in interest to SunTrust Leasing Corporation, 300 East Joppa Road, Hamilton Plaza, Suite 700, Towson, MD 21286, and BB&T Equipment Finance Corporation, 102 West Pennsylvania Avenue, Towson, MD 21204, covering 200 48-foot 115-ton steel coil cars (built by National Steel Car Limited in 2006) numbered GTW 187400-187599, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

RESUBMITION NO. 26564-A FILED

FEB 27 '09 -2 50 PM

SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of February 27, 2009

between:

SUNTRUST EQUIPMENT FINANCE & LEASING CORP.  
as Assignor

and:

BB&T EQUIPMENT FINANCE CORPORATION  
as Assignee

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FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO

49 U.S.C. §11301 ON FEBRUARY \_\_\_\_\_, 2009 at \_\_\_\_\_ m.

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of February 21, 2009, by and between SUNTRUST EQUIPMENT FINANCE & LEASING CORP. (as successor in interest to SunTrust Leasing Corporation) (the "Assignor") and BB&T EQUIPMENT FINANCE CORPORATION (the "Assignee"), with reference to the following:

Assignor, as Lessor, and Grand Trunk Western Railroad Company (as successor in interest to Grand Trunk Western Railroad Incorporated), as Lessee, have heretofore executed that certain Lease of Railroad Equipment No. 1 dated as of August 15, 2006, and, pursuant thereto, that certain Closing Supplement No. 1 dated as of August 15, 2006 and Closing Supplement No. 2 dated as of October 31, 2006 (collectively, the "Lease"), pertaining to the railcars described therein and further described on Exhibit No. 1 attached hereto (the "Railcars").

Assignor and Assignee have executed that certain Assignment and Specification dated as of the date hereof, pursuant to which Assignor has assigned to Assignee all of its rights but not its obligations under the Lease with respect to the Railcars.

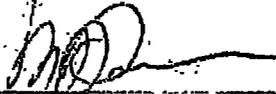
The parties hereto wish to show for public record this Memorandum of Assignment of Lease to provide notice of such assignment.

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

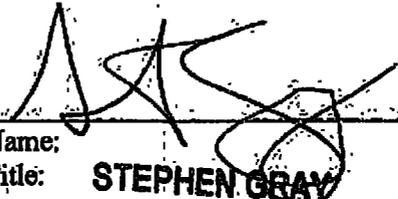
IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease to be executed as of the date first above written.

SUNTRUST EQUIPMENT FINANCE & LEASING CORP.

By: 

Name: MICHAEL J. POWERS  
Title: SVP

BB&T EQUIPMENT FINANCE CORPORATION

By: 

Name:  
Title: **STEPHEN GRAY**  
Senior Vice President

STATE OF MARYLAND

)  
) ss.  
)

COUNTY OF BALTIMORE

I HEREBY CERTIFY, that on this 27th day of February, 2009, before me, the undersigned, a Notary Public of the State of MARYLAND, personally appeared Michael J. Powers, who acknowledged himself to be the SR. VICE PRESIDENT of SUNTRUST EQUIPMENT FINANCE & LEASING CORP. known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized SR. VICE PRESIDENT of said corporation by signing the name of the corporation by himself as the Assistant Vice President.

SR. VP  
AS WITNESS my hand and notarial seal.

Roman Caputo  
Notary Public

My commission expires: 6/20/12

STATE OF MARYLAND )  
 ) ss.  
COUNTY OF BALTIMORE )

I HEREBY CERTIFY, that on this 27th day of February, 2009, before me, the undersigned, a Notary Public of the State of MARYLAND, personally appeared STEVEN GRAY, who acknowledged himself to be the SVP of BB&T EQUIPMENT FINANCE CORPORATION, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized SVP of said company by signing the name of the company by himself as the SVP.

AS WITNESS my hand and notarial seal.

*Patricia J. Gillis*

Notary Public

My commission expires: 12/4/2012

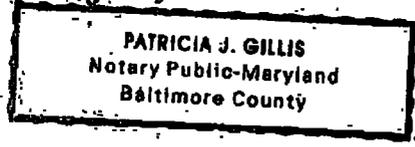


EXHIBIT NO. 1  
TO MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

The following items bearing the reporting marks and numbers:

Two Hundred (200) 48' 115-ton steel coil railcars, manufactured by National Steel Car Limited in 2006 bearing the following road numbers: GTW 187400 through GTW 187599, inclusive.