

AUG 12 '09

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LAW OFFICES OF  
**LOUIS E. GITOMER**

SURFACE TRANSPORTATION BOARD

THE ADAMS BUILDING, SUITE 301  
600 BALTIMORE AVENUE  
TOWSON, MARYLAND 21204-4022  
(202) 466-6532  
FAX (410) 332-0885LOUIS E. GITOMER  
LOU\_GITOMER@VERIZON.NET

August 12, 2009

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

Dear Acting Secretary Quinlan:

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

The document is a Memorandum of Partial Assignment, a secondary document, dated as of August 12, 2009. The primary document to which this is connected is recorded Recordation No. 27940. We request that this document be recorded under Recordation No. 27940-B.

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

Assignor:

Banc of America Leasing & Capital, LLC  
One Financial Plaza, 5<sup>th</sup> Floor  
Providence, RI 02903

Assignee:

BB&T Equipment Finance Corporation  
600 Washington Avenue, Suite 201  
Towson, MD 21204

A description of the equipment covered by the Memorandum of Partial Assignment consists of 130 Aluminum BethGon II railroad cars numbered CPOX 10361-10456, inclusive, and 10461-10494, inclusive.

Honorable Anne K. Quinlan

August 12, 2009

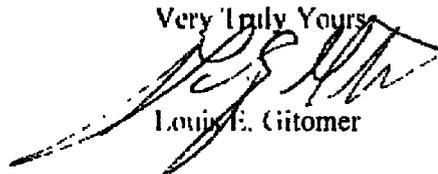
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A fee of \$41.00 is enclosed. Please return one copy by email to:

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: a Memorandum of Partial Assignment between Banc of America Leasing & Capital, LLC, One Financial Plaza, 5<sup>th</sup> Floor, Providence, RI 02903, and BB&T Equipment Finance Corporation 600 Washington Avenue, Suite 201, Towson, MD 21204, covering 130 Aluminum BethGon II railroad cars numbered CPOX 10361-10456, inclusive, and 10461-10494, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'Louis E. Gitomer', written over a horizontal line.

Louis E. Gitomer

Enclosure

AUG 12 '09

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MEMORANDUM OF PARTIAL ASSIGNMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF PARTIAL ASSIGNMENT is made and entered into as of August 12, 2009, by and between BB&T EQUIPMENT FINANCE CORPORATION (the "Assignee") and BANC OF AMERICA LEASING & CAPITAL, LLC (the "Assignor"), with reference to the following:

Assignor, as Lessor, and CONSUMERS ENERGY COMPANY, as Lessee, have heretofore executed that certain Railroad Equipment Lease dated as of May 18, 2009 (the "Lease"), pertaining to the railcars described therein (the "Railcars"). A Memorandum of Railroad Equipment Lease with respect to the Lease and the Railcars was duly filed and recorded as Recordation No. 27940 with the Surface Transportation Board on May 19, 2009.

Assignor, as assignor, and Assignee, as assignee, have executed that certain Assignment and Specification of Assigned Lease Schedule dated as of the date hereof to that certain Master Assignment Agreement dated as of April 29, 2008 by and between Assignor and Assignee, pursuant to which (a) Assignor has assigned to Assignee all of its rights and obligations under the Lease and Assignee has assumed from Assignor all of Assignor's obligations under the Lease solely with respect to the Railcars identified on Exhibit No. 1 hereto (the "Assigned Railcars"), and (b) Assignor has sold the Assigned Railcars to Assignee.

The parties hereto wish to show for public record this Memorandum of Partial Assignment to provide notice of the sale of the Assigned Railcars and assignment of the Lease as it pertains to the Assigned Railcars.

This Memorandum of Partial Assignment relates only to the sale by Assignor to Assignee of the Assigned Railcars and the assignment by Assignor of the Lease as it pertains to the Assigned Railcars.

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

**BB&T EQUIPMENT FINANCE CORPORATION**

By:  \_\_\_\_\_  
Name: Stephen Gray  
Title: Senior Vice President

**BANC OF AMERICA LEASING & CAPITAL, LLC**

By: \_\_\_\_\_  
Name:  
Title:

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

**BB&T EQUIPMENT FINANCE CORPORATION**

By: \_\_\_\_\_  
Name:  
Title:

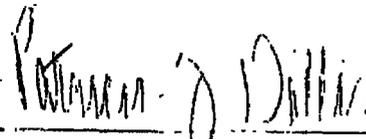
**BANC OF AMERICA LEASING & CAPITAL, LLC**

By: Janet E. Ganley  
Name: **Janet E. Ganley**  
Title: **Vice President**

STATE OF MARYLAND )  
 ) ss.  
COUNTY OF BALTIMORE )

I HEREBY CERTIFY, that on this 12<sup>th</sup> day of August, 2009, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Stephen Gray, who acknowledged himself to be the Senior Vice President 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 Senior Vice President of said company by signing the name of the company by himself as the Senior Vice President.

AS WITNESS my hand and notarial seal.

  
\_\_\_\_\_  
Notary Public

My commission expires: December 4, 2012.

**PATRICIA J. GILLIS**  
Notary Public-Maryland  
Baltimore County

STATE OF MASSACHUSETTS )  
 ) ss.  
 COUNTY OF SUFFOLK )

I HEREBY CERTIFY, that on this \_\_\_\_ day of August, 2009, before me, the undersigned, a Notary Public of the State of Massachusetts, personally appeared Jaret E. Granley, who acknowledged himself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, 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 Vice President of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notarial seal.

Alison C. Oldmixon  
 Notary Public

My commission expires: 11/7/2014.



**EXHIBIT NO. 1  
TO MEMORANDUM OF PARTIAL ASSIGNMENT  
DESCRIPTION OF ASSIGNED RAILCARS**

**One hundred thirty (130) Aluminum BethGon II railroad cars, manufactured by Freightcar America, Inc. bearing reporting marks CPOX 10,361 through CPOX 10,456, inclusive and CPOX 10,461 through CPOX 10,494, inclusive.**