

RECORDATION NO. 26134-A FILED

AUG 31 '11 -2 20 PM

SURFACE TRANSPORTATION BOARD

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

August 31, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W
Washington, D C 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment, dated as of August 31, 2011, secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Assignment of Schedule No. 144 to Master Lease Agreement previously filed with the Board under Recordation Number 26134

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

Assignor.	RBS Asset Finance, Inc 71 S Wacker Drive, 28 th Floor Chicago, IL 60606
Assignee	MassMutual Asset Finance LLC Two Hampshire Road, Suite 101 Foxborough, MA 02035

Chief
Section of Administration
August 31, 2011
Page 2

A description of the railroad equipment covered by the enclosed document
is

88 gondola cars FPBX 591 - FPBX 678

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

Memorandum of Lease Assignment

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,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a stylized flourish at the end.

✓ Edward M Luria

EML/sem
Enclosures

AUG 31 2011 -2 20 PM

MEMORANDUM OF LEASE ASSIGNMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease Assignment, dated as of August 31, 2011, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and MassMutual Asset Finance LLC, a Delaware limited liability company ("Assignee").

WITNESSETH:

1. Minority Alliance Capital LLC ("Lessor") and International Paper Company ("Lessee") have entered into that certain Master Lease Agreement No. IP-02, dated as of March 2, 2004 (the "Master Lease Agreement"), whereby Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment.

2. Lessor and Lessee have entered into that certain Schedule No. 144 to Master Lease Agreement, dated December 29, 2005 (the "Schedule"), whereby the terms and provisions of the Master Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto and subject to the terms in the Master Lease Agreement.

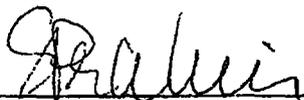
3. Assignor and Lessor have entered into that certain Master Purchase Agreement dated as of November 18, 2005 and that certain Purchase Schedule Number IP-144 to Master Purchase Agreement dated December 29, 2005 (the "Assignment Documents"), whereby Lessor has assigned to Assignor all of its right, title and interest in and to the Schedule, the Master Lease Agreement (to the extent it relates to the Schedule) and that certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto. A Memorandum of Assignment with respect to the Schedule was duly filed with the Surface Transportation Board on January 18, 2006 at 12:56 p.m. under Recordation Number 26134.

4. Assignor further assigns to Assignee all of its right, title and interest in and to the Schedule, the Master Lease Agreement (to the extent it relates to the Schedule) and that certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

[SIGNATURES TO FOLLOW]

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

By 

Name **Soula Perakis**

Title **Assistant Vice President**

**MASSMUTUAL ASSET FINANCE LLC,
Assignee**

By 

Name David Costo

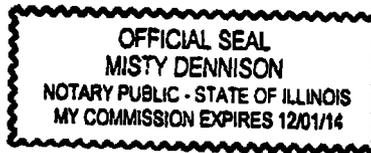
Title President

State of Illinois)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Soula Perakis, its Assistant Vice President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 31st day of August, 2011.

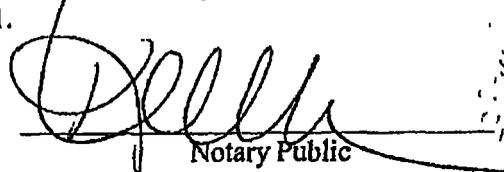
Misty Dennison
Notary Public



State of Rhode Island)
) ss:
County of Warwick)

BEFORE ME, a Notary Public in and for said County and State, personally appeared MassMutual Asset Finance LLC, a Delaware limited liability company (the "Company"), by David Coutu, its President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Company, and the free act and deed of the Company.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Warwick, Rhode Island, this 31 day of August, 2011.



Notary Public

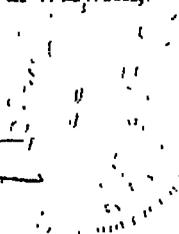


EXHIBIT A

88 – 1990 Gondola Railcars

Car Initials	Car Number
FPBX	591
FPBX	592
FPBX	593
FPBX	594
FPBX	595
FPBX	596
FPBX	597
FPBX	598
FPBX	599
FPBX	600
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FPBX	612

Car Initials	Car Number
FPBX	613
FPBX	614
FPBX	615
FPBX	616
FPBX	617
FPBX	618
FPBX	619
FPBX	620
FPBX	621
FPBX	622
FPBX	623
FPBX	624
FPBX	625
FPBX	626
FPBX	627
FPBX	628
FPBX	629
FPBX	630
FPBX	631
FPBX	632
FPBX	633
FPBX	634

Car Initials	Car Number
FPBX	635
FPBX	636
FPBX	637
FPBX	638
FPBX	639
FPBX	640
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FPBX	656

Car Initials	Car Number
FPBX	657
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FPBX	671
FPBX	672
FPBX	673
FPBX	674
FPBX	675
FPBX	676
FPBX	677
FPBX	678

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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 8/31/11

Edward M Luria
Edward M Luria