

RECORDATION NO 26543-A FILED
June 28, 2012 04:30 PM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

June 28, 2012

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 Assignment of Lease, dated as of June 28, 2012, 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 26543.

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

Assignor: U.S. Bank Equipment Finance, successor by merger
to U.S. Bancorp Equipment Finance, Inc.
13010 SW 68th Parkway, #100
Portland, OR 97223

Assignee: Regions Commercial Equipment Finance, LLC
1900 Fifth Ave N, 24th Floor
Birmingham, Alabama 35203

Section Chief
June 28, 2012
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A description of the railroad equipment covered by the enclosed document is:

222 railcars: LGEX 4901 – LGEX 4954 and within the series LGEX 5001 – LGEX 5200 as more particularly set forth in the attachment to the document.

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

Memorandum of Assignment of Lease.

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 each of the enclosed document to the undersigned.

Very truly yours,

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

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of this 28 day of June, 2012, is made by U.S. BANK EQUIPMENT FINANCE, A DIVISION OF U.S. BANK NATIONAL ASSOCIATION, successor by merger with U.S. Bancorp Equipment Finance, Inc., (the "Assignor"), and REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC, (the "Assignee" and, together with the Assignor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Assignor and Assignee entered into that certain Specification of Assigned Equipment Schedule (the "Assignment") dated as of June 28, 2012 relating to the sale by Assignor to Assignee of Two hundred twenty two (222) railcars identified on Schedule 1 (the "Equipment") and the assignment by Assignor and assumption by Assignee of Assignor's right, title and interest in, and obligations under, the Master Lease Agreement, dated as of June 9, 2006, between L.G. Everist, Incorporated ("LG Everist"), as lessee, and Assignor, as lessor (the "Lease Agreement"), and the two following schedules thereto between Assignor, as lessor, and LG Everist, as lessee: Schedule No. 739701-001-0018262-001 dated September 21, 2006, and Schedule No. 739701-001-0018262-003 dated October 30, 2006 (each a "Schedule" and collectively the "Schedules"). The Schedules and the Lease Agreement, as it relates to the Schedules, are collectively referred to as the "Lease".

WHEREAS, the Equipment is subject to the Lease.

WHEREAS, a Memorandum of Railcar Lease dated September 7, 2006 with respect to the Lease was filed with the Surface Transportation Board on September 11, 2006 and assigned recordation number 26543

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Assignor of its right, title and interest in, and obligations under, the Lease to Assignee, and accordingly the Parties have 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 by each of the Parties hereto, by this instrument the Assignor hereby confirms the sale of the Equipment to Assignee and the assignment to Assignee of Assignor's right, title and interest in, and obligations under, the Lease in accordance with the terms and conditions of the Assignment, and the Assignee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

[Signature Page Follows]

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

U.S. BANK EQUIPMENT
FINANCE, A DIVISION OF U.S.
BANK NATIONAL ASSOCIATION,
SUCCESSOR BY MERGER WITH
U.S. BANCORP EQUIPMENT
FINANCE, INC.

By: Jennifer L. York
Name: Jennifer L. York
Title: Officer

STATE OF Oregon)
COUNTY OF Washington)

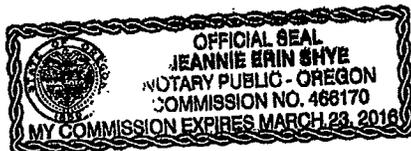
Before me, a Notary Public in and for said County and State, personally appeared Jennifer L. York in his/her capacity as Officer of U.S. Bank Equipment Finance, a division of U.S. Bank National Association who acknowledged the execution of the foregoing Memorandum of Assignment of Lease on behalf of said corporation.

WITNESS my hand and Notarial Seal this 28 day of June, 2012.

Jeannie Erin Shye
Notary Public

Jeannie Erin Shye
Printed Signature

My Commission Expires: 3.23.2016



I certify that I hold the title set forth below, that this instrument was signed on behalf of the Assignee by authority of its Managers and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Assignee. I further declare under penalty of perjury that the foregoing is true and correct.

REGIONS COMMERCIAL
EQUIPMENT FINANCE, LLC

By: 
Name: B. Scott McClain
Title: Senior Vice President

SCHEDULE 1
TO THE MEMORANDUM OF ASSIGNMENT OF LEASE
EQUIPMENT

One Hundred Sixty Eight (168) National Steel 2400 CF open top hopper rail cars with marks and numbers as follows:

LGEX	5001	LGEX	5044	LGEX	5082
LGEX	5002	LGEX	5045	LGEX	5083
LGEX	5003	LGEX	5046	LGEX	5084
LGEX	5004	LGEX	5047	LGEX	5085
LGEX	5005	LGEX	5048	LGEX	5086
LGEX	5006	LGEX	5049	LGEX	5087
LGEX	5007	LGEX	5050	LGEX	5088
LGEX	5008	LGEX	5051	LGEX	5092
LGEX	5009	LGEX	5052	LGEX	5093
LGEX	5010	LGEX	5053	LGEX	5094
LGEX	5011	LGEX	5055	LGEX	5095
LGEX	5012	LGEX	5056	LGEX	5097
LGEX	5013	LGEX	5057	LGEX	5098
LGEX	5014	LGEX	5058	LGEX	5102
LGEX	5015	LGEX	5059	LGEX	5103
LGEX	5016	LGEX	5060	LGEX	5104
LGEX	5017	LGEX	5061	LGEX	5105
LGEX	5018	LGEX	5062	LGEX	5106
LGEX	5019	LGEX	5063	LGEX	5108
LGEX	5020	LGEX	5064	LGEX	5109
LGEX	5021	LGEX	5065	LGEX	5110
LGEX	5022	LGEX	5066	LGEX	5111
LGEX	5023	LGEX	5067	LGEX	5112
LGEX	5024	LGEX	5068	LGEX	5113
LGEX	5025	LGEX	5069	LGEX	5114
LGEX	5026	LGEX	5070	LGEX	5115
LGEX	5027	LGEX	5071	LGEX	5116
LGEX	5028	LGEX	5072	LGEX	5117
LGEX	5029	LGEX	5073	LGEX	5118
LGEX	5030	LGEX	5074	LGEX	5119
LGEX	5031	LGEX	5075	LGEX	5121
LGEX	5033	LGEX	5076	LGEX	5122
LGEX	5034	LGEX	5077	LGEX	5123
LGEX	5036	LGEX	5078	LGEX	5124
LGEX	5037	LGEX	5079	LGEX	5125
LGEX	5039	LGEX	5080	LGEX	5126
LGEX	5042	LGEX	5081	LGEX	5127

LGEX	5128	LGEX	5151	LGEX	5179
LGEX	5129	LGEX	5155	LGEX	5180
LGEX	5130	LGEX	5156	LGEX	5181
LGEX	5131	LGEX	5159	LGEX	5182
LGEX	5132	LGEX	5163	LGEX	5183
LGEX	5133	LGEX	5164	LGEX	5184
LGEX	5134	LGEX	5165	LGEX	5185
LGEX	5135	LGEX	5166	LGEX	5186
LGEX	5136	LGEX	5167	LGEX	5187
LGEX	5138	LGEX	5168	LGEX	5188
LGEX	5139	LGEX	5170	LGEX	5190
LGEX	5140	LGEX	5171	LGEX	5191
LGEX	5141	LGEX	5172	LGEX	5192
LGEX	5142	LGEX	5173	LGEX	5193
LGEX	5145	LGEX	5174	LGEX	5194
LGEX	5146	LGEX	5175	LGEX	5195
LGEX	5147	LGEX	5176	LGEX	5196
LGEX	5148	LGEX	5177	LGEX	5197
LGEX	5150	LGEX	5178	LGEX	5200

Fifty Four (54) National Steel 2500 CF Ballast rail cars with marks and numbers as follows:

LGEX	4901	LGEX	4921	LGEX	4941
LGEX	4902	LGEX	4922	LGEX	4942
LGEX	4903	LGEX	4923	LGEX	4943
LGEX	4904	LGEX	4924	LGEX	4944
LGEX	4905	LGEX	4925	LGEX	4945
LGEX	4906	LGEX	4926	LGEX	4946
LGEX	4907	LGEX	4927	LGEX	4947
LGEX	4908	LGEX	4928	LGEX	4948
LGEX	4909	LGEX	4929	LGEX	4949
LGEX	4910	LGEX	4930	LGEX	4950
LGEX	4911	LGEX	4931	LGEX	4951
LGEX	4912	LGEX	4932	LGEX	4952
LGEX	4913	LGEX	4933	LGEX	4953
LGEX	4914	LGEX	4934	LGEX	4954
LGEX	4915	LGEX	4935		
LGEX	4916	LGEX	4936		
LGEX	4917	LGEX	4937		
LGEX	4918	LGEX	4938		
LGEX	4919	LGEX	4939		
LGEX	4920	LGEX	4940		

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: 6/28/12

Edward M Luria
Edward M. Luria