

RECORDATION NO. 27049 - C FILED

JUN 30 '11 -2 05 PM

**SURFACE TRANSPORTATION BOARD**

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

June 30, 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 June 30, 2011, secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memoranda of Lease previously filed with the Board under Recordation Number 27049, 27049-A and 27049-B

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

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

Chief  
Section of Administration  
June 30, 2011  
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A description of the railroad equipment covered by the enclosed document is:

85 hopper cars: ROKX 8401 – ROKX 8485 (previously marked within the series ELFX 84501 – ELFX 84620 as more particularly set forth in the equipment schedule attached to the document).

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 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

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Chief  
Section of Administration  
June 30, 2011  
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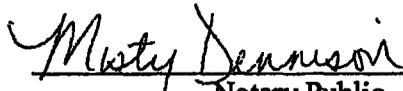
Robert W. Alvord

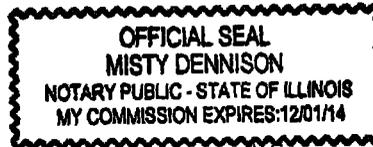
RWA/sem  
Enclosures

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 30<sup>th</sup> day of June, 2011.

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



State of Massachusetts )  
 ) ss:  
County of Norfolk )

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"), Rosemary Abbott, its Vice President, who acknowledged that she signed the foregoing Memorandum of Lease Assignment and that the same is her 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 Foxborough, Massachusetts, this 30th day of June, 2011.

Alison C. O'Donnell  
Notary Public



EXHIBIT A

1. With respect to Equipment Lease Schedule 001 -

36 1984 Greenville built aluminum body hopper cars with rapid discharge systems.  
263,000 lb max load rail weight with the following marks and numbers:

Old AAR Mark	Old Number	New AAR Mark	New Number
ELFX	84501	ROKX	8401
ELFX	84507	ROKX	8404
ELFX	84519	ROKX	8414
ELFX	84520	ROKX	8415
ELFX	84526	ROKX	8416
ELFX	84529	ROKX	8419
ELFX	84531	ROKX	8421
ELFX	84535	ROKX	8424
ELFX	84537	ROKX	8426
ELFX	84538	ROKX	8427
ELFX	84541	ROKX	8430
ELFX	84544	ROKX	8432
ELFX	84545	ROKX	8433
ELFX	84548	ROKX	8434
ELFX	84557	ROKX	8437
ELFX	84561	ROKX	8439
ELFX	84563	ROKX	8441
ELFX	84568	ROKX	8445
ELFX	84572	ROKX	8448
ELFX	84573	ROKX	8449
ELFX	84574	ROKX	8450
ELFX	84578	ROKX	8454
ELFX	84579	ROKX	8455
ELFX	84580	ROKX	8456
ELFX	84585	ROKX	8460
ELFX	84586	ROKX	8461
ELFX	84587	ROKX	8462
ELFX	84593	ROKX	8467
ELFX	84596	ROKX	8470
ELFX	84600	ROKX	8473
ELFX	84601	ROKX	8474
ELFX	84602	ROKX	8475
ELFX	84603	ROKX	8476
ELFX	84608	ROKX	8479
ELFX	84614	ROKX	8482
ELFX	84620	ROKX	8485

2. With respect to Equipment Lease Schedule 002 -

22 1984 Greenville built aluminum body hopper cars with rapid discharge systems.  
263,000 lb max load rail weight with the following marks and numbers:

<b>Old Mark</b>	<b>Old Number</b>	<b>New Mark</b>	<b>New Number</b>
ELFX	84502	ROKX	8402
ELFX	84504	ROKX	8403
ELFX	84512	ROKX	8407
ELFX	84514	ROKX	8409
ELFX	84515	ROKX	8410
ELFX	84518	ROKX	8413
ELFX	84527	ROKX	8417
ELFX	84533	ROKX	8422
ELFX	84534	ROKX	8423
ELFX	84539	ROKX	8428
ELFX	84550	ROKX	8435
ELFX	84556	ROKX	8436
ELFX	84566	ROKX	8443
ELFX	84571	ROKX	8447
ELFX	84576	ROKX	8452
ELFX	84577	ROKX	8453
ELFX	84582	ROKX	8458
ELFX	84590	ROKX	8465
ELFX	84591	ROKX	8466
ELFX	84598	ROKX	8471
ELFX	84606	ROKX	8477
ELFX	84612	ROKX	8480

3. With respect to Equipment Lease Schedule 003 -

27 1984 Greenville built aluminum body hopper cars with rapid discharge systems.  
263,000 lb max load rail weight with the following marks and numbers:

Old Mark	Old Number	New Mark	New Number
ELFX	84508	ROKX	8405
ELFX	84511	ROKX	8408
ELFX	84513	ROKX	8408
ELFX	84516	ROKX	8411
ELFX	84517	ROKX	8412
ELFX	84528	ROKX	8418
ELFX	84530	ROKX	8420
ELFX	84536	ROKX	8425
ELFX	84540	ROKX	8429
ELFX	84543	ROKX	8431
ELFX	84559	ROKX	8438
ELFX	84562	ROKX	8440
ELFX	84565	ROKX	8442
ELFX	84567	ROKX	8444
ELFX	84569	ROKX	8446
ELFX	84575	ROKX	8451
ELFX	84581	ROKX	8457
ELFX	84584	ROKX	8459
ELFX	84588	ROKX	8463
ELFX	84589	ROKX	8464
ELFX	84594	ROKX	8468
ELFX	84595	ROKX	8469
ELFX	84599	ROKX	8472
ELFX	84607	ROKX	8478
ELFX	84613	ROKX	8481
ELFX	84618	ROKX	8483
ELFX	84619	ROKX	8484

**EXHIBIT B**

**STB FILING DATA WITH RESPECT TO THE EQUIPMENT LEASE SCHEDULES**

1. With respect to Equipment Lease Schedule 001 -

Memorandum of Lease, dated as of June 18, 2007, between the Lessor and Lessee, filed with the Surface Transportation Board on June 29, 2007 at 1:45 p.m. under Recordation Number 27049.

2. With respect to Equipment Lease Schedule 002 -

Memorandum of Lease, dated as of July 10, 2007, between the Lessor and Lessee, filed with the Surface Transportation Board on July 17, 2007 at 3:00 p.m. under Recordation Number 27049-A.

3. With respect to Equipment Lease Schedule 003 -

Memorandum of Lease, dated as of August 7, 2007, between the Lessor and Lessee, filed with the Surface Transportation Board on August 09, 2007 at 11:15 a.m. under Recordation Number 27049-B.

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: 6/30/11



\_\_\_\_\_  
Robert W. Alvord