

RECORDATION NO. 26135-A FILED

AUG 31 '11 -2 20 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D C
20036

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

(202) 393-2266

FAX (202) 393 2156

E-MAIL alvordlaw@aol.com

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. 135 to Master Lease Agreement previously filed with the Board under Recordation Number 26135

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

87 gondola cars HPAX 85000 through HPAX 85089 (excluding 82029,
85068 and 85077)

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,



Edward M. Luria

EML/sem
Enclosures

AUG 31 '11 -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. 135 to Master Lease Agreement, dated December 1, 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-135 to Master Purchase Agreement dated as of December 6, 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 1:02 p.m. under Recordation Number 26135.

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 Couts

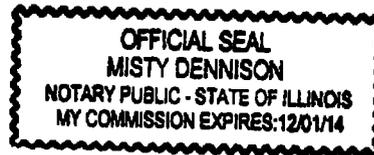
Title President

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.

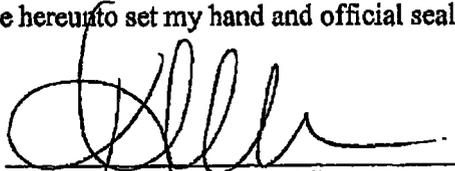
Misty Dennison
Notary Public



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

87 – 100 ton 75' Flat Bed Log Cars

HPAX 85000	HPAX 85022	HPAX 85045	HPAX 85067
HPAX 85001	HPAX 85023	HPAX 85046	HPAX 85069
HPAX 85002	HPAX 85024	HPAX 85047	HPAX 85070
HPAX 85003	HPAX 85025	HPAX 85048	HPAX 85071
HPAX 85004	HPAX 85026	HPAX 85049	HPAX 85072
HPAX 85005	HPAX 85027	HPAX 85050	HPAX 85073
HPAX 85006	HPAX 85028	HPAX 85051	HPAX 85074
HPAX 85007	HPAX 85030	HPAX 85052	HPAX 85075
HPAX 85008	HPAX 85031	HPAX 85053	HPAX 85076
HPAX 85009	HPAX 85032	HPAX 85054	HPAX 85078
HPAX 85010	HPAX 85033	HPAX 85055	HPAX 85079
HPAX 85011	HPAX 85034	HPAX 85056	HPAX 85080
HPAX 85012	HPAX 85035	HPAX 85057	HPAX 85081
HPAX 85013	HPAX 85036	HPAX 85058	HPAX 85082
HPAX 85014	HPAX 85037	HPAX 85059	HPAX 85083
HPAX 85015	HPAX 85038	HPAX 85060	HPAX 85084
HPAX 85016	HPAX 85039	HPAX 85061	HPAX 85085
HPAX 85017	HPAX 85040	HPAX 85062	HPAX 85086
HPAX 85018	HPAX 85041	HPAX 85063	HPAX 85087
HPAX 85019	HPAX 85042	HPAX 85064	HPAX 85088
HPAX 85020	HPAX 85043	HPAX 85065	HPAX 85089
HPAX 85021	HPAX 85044	HPAX 85066	

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