

RECORDATION NO. 21073 FILED ^C

SEP 29 2011 5 00 PM

SURFACE TRANSPORTATION BOARD

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

September 29, 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 Assignment and Assumption Agreement, dated as of September 29, 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 Lease previously filed with the Board under Recordation Number 21073-B.

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

Assignor. MassMutual Asset Finance LLC
Two Hampshire Road, Suite 101
Foxborough, MA 02035

Assignee: The Huntington National Bank
105 East Fourth Street
Cincinnati, OH 45202

Chief
Section of Administration
September 29, 2011
Page 2

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

212 railcars BNSF 529721 – BNSF 529810, BNSF 534419, BNSF
534476 – BNSF 534598 (excluding 534506 and 534592).

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

Memorandum of Assignment and Assumption Agreement.

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

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MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum") made and entered into as of September 29, 2011 by and between MASSMUTUAL ASSET FINANCE LLC, as assignor ("Assignor"), and THE HUNTINGTON NATIONAL BANK, as assignee ("Assignee").

WITNESSETH:

1. Assignor and Assignee have entered into a Assignment and Assumption Agreement dated as of September 28, 2011 (the "Agreement"), pursuant to which Assignor agreed to sell and assign, and Assignee agreed to purchase from Assignor, Assignor's rights, liabilities, obligations, title and interest in and to a certain equipment lease and the items of equipment leased thereunder.
2. Pursuant to the Agreement, Assignor has agreed to assign to Assignee, and Assignee has agreed to assume, Assignor's rights and obligations under the lease (and all subsequent amendments thereto) referred to in the Memorandum of Assignment of Lease, filed with the Surface Transportation Board on March 13, 2009 at 1:51 p.m. under Recordation Number 21073-B. The railroad equipment is described in Exhibit A hereto.
3. The parties hereto wish to show for public record, through this Memorandum, the existence of these agreements and their respective interests therein. Accordingly, the parties have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that all parties are not signatories to the same counterpart.

— Signature Page to Follow —

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment and Assumption Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above.

WITNESS:

MASSMUTUAL ASSET FINANCE LLC

[Signature]

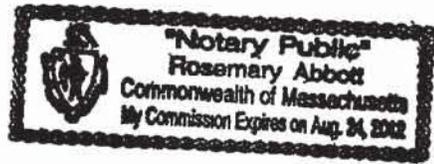
By: [Signature]
David J. Coutu, President

Commonwealth of Massachusetts)
County of Norfolk) ss.

On September 27, 2011, before me personally appeared David J. Coutu, of MassMutual Asset Finance LLC, personally known to me to be the person whose name is subscribed to the within instrument, who being by me duly sworn says that he is the President of such company, and that he executed the foregoing instrument on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

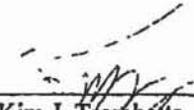
[NOTARIAL SEAL]

[Signature]
Notary Public
My commission expires:



IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment and Assumption Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above.

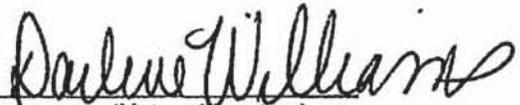
THE HUNTINGTON NATIONAL BANK

By: 
Name: Kim J. Trombetta
Title: Senior Vice President

STATE OF OHIO)
) SS.
COUNTY OF HAMILTON)

On this 28th day of September, 2011, before me the subscriber, Darlene Williams, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Kim J. Trombetta, to me personally known, who stated and acknowledged that he is the Senior Vice President of The Huntington National Bank, a national banking corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this Memorandum of Assignment and Assumption for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this Memorandum of Assignment and Assumption as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 28th day of September, 2011.


(Notary Signature)

My commission expires

DARLENE WILLIAMS
Notary Public, State of Ohio
My Commission Expires May 13, 2014

EXHIBIT A

to

MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT

EQUIPMENT:

Quantity	Description	Car Mark and Number
122	1997-built, covered, 42' long coil steel cars with 286,000 capacity built by Trinity Industries, Inc.	BNSF 534419 and BNSF 534476 through BNSF 534598, inclusive; except for the following casualties: BNSF 534506, BNSF 534592
90	1997-built, open-top, 42' long coil steel cars with 286,000 capacity built by Trinity Industries, Inc.	BNSF 529721 through BNSF 529810, inclusive

LEASE:

Lease Schedule No. 03365-00015 dated December 11, 1997 to that certain Master Equipment Lease Agreement No. 03365 dated September 27, 1997

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 9/30/11

Edward M Luria
Edward M Luria