

RECORDATION NO. 24985-A  
DEC 02 '11 10 15 AM  
SURFACE TRANSPORTATION BOARD

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

December 2, 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, dated as of November 30, 2011, 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 29985

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

Assignor	Fifth Third Equipment Finance Company (formerly Fifth Third Leasing Company) 38 Fountain Square Plaza Cincinnati, OH 45263
Assignee	BB&T Equipment Finance Corporation 600 Washington Avenue, Suite 201 Towson, MD 21204

Chief  
Section of Administration  
December 2, 2011  
Page 2

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

4 NVM 700HP locomotives BNGX 8001 – BNGX 8004

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

Memorandum of 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

DEC 02 '11 -10 15 AM

MEMORANDUM OF ASSIGNMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT, dated as of the 30 day of November, 2011, is made by Fifth Third Equipment Finance Company (formerly The Fifth Third Leasing Company), an Ohio corporation with an address at 38 Fountain Square Plaza, MD#10904A, Cincinnati, OH 45263 ("Assignor") and BB&T Equipment Finance Corporation, a North Carolina corporation with an address at 600 Washington Avenue, Suite 201, Towson, MD 21204 ("Assignee").

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Assignor, as Lessor and Bunge North America, Inc., as Lessee, are parties to that certain Master Equipment Lease Agreement dated as of May 27, 2004 (the "Agreement") and pursuant thereto, Equipment Schedule No. 011 dated as of March 20, 2009 (the "Schedule" and collectively with the Agreement (to the extent the Agreement is incorporated in the Schedule by reference), the "Lease"), pertaining to four (4) NVM 700 hp locomotives (the "Equipment") as more completely described on Schedule A attached hereto and made a part hereof;

WHEREAS, Assignor's interest in the Lease and the Equipment is set forth in that certain Memorandum of Lease Agreement (Equipment Schedule No. 011), dated as of March 20, 2009, filed with the Surface Transportation Board on November 9, 2011, and assigned Recordation No. 29985;

WHEREAS, Assignor and Assignee entered into that certain Master Assignment Agreement dated May 22, 2008 and as amended by Amendment No. 1 dated May 31, 2011 and Specification of Purchased Assets and that certain Equipment Bill of Sale dated as of the date hereof (collectively, the "Assignment");

WHEREAS, under the Assignment, Assignor assigned, and Assignee assumed, all of Assignor's present and future rights, title, obligations, and interest in, to and under the Lease and the Equipment;

WHEREAS, Assignor and Assignee desire to show for the public record the existence of the aforesaid Assignment, and their respective interests therein and accordingly, Assignor and Assignee hereby 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, Assignor and Assignee hereby confirm and agree that Assignor has assigned to Assignee all right, title and interest of Assignor in, to and under the Lease and the Equipment, and Assignee has accepted such assignment and has assumed the obligations thereunder as provided in the Assignment.

This Memorandum of Assignment may be executed in any number of counterparts, each executed counterpart constituting as an original but altogether only one Memorandum of Assignment.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment to be executed as of the day and year first above written.

Assignor:

FIFTH THIRD EQUIPMENT FINANCE  
COMPANY  
(f/k/a, The Fifth Third Leasing Company)

By: Michael Hube  
Name: MICHAEL HUBE  
Title: ASSISTANT VICE PRESIDENT

STATE OF OHIO            )  
  ) ss.  
COUNTY OF HAMILTON )

On this 30 day of November, 2011, before me appeared Michael Hube, the person who signed this instrument, who acknowledged that (s)he is a AVP of FIFTH THIRD EQUIPMENT FINANCE COMPANY, and that, being duly authorized, (s)he signed such instrument as a free act of said corporation.

[Seal]

Paula D. McQueen  
Notary Public



Paula D. McQueen  
Notary Public, State of Ohio  
Commission Expires 10-13-2013

[Assignor Signature Page]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment to be executed as of the day and year first above written.

Assignee:

BB&T EQUIPMENT FINANCE CORPORATION

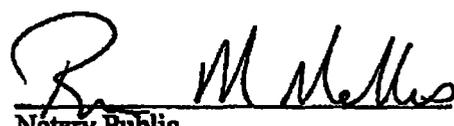
By:   
Name: STEPHEN GRAY  
Title: Senior Vice President

STATE OF Maryland )  
COUNTY OF Baltimore ) ss.

On this 30<sup>th</sup> day of November, 2011, before me appeared Stephen Gray, the person who signed this instrument, who acknowledged that (s)he is the Senior VP of BB&T EQUIPMENT FINANCE CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said limited partnership.

[Seal]

REGINA M. MCMANUS  
NOTARY PUBLIC  
BALTIMORE COUNTY

  
Notary Public

My Commission expires: 10/15/12

[Assignee Signature Page]

**SCHEDULE A**

**Equipment Description**

Four (4) NVM 700 hp locomotives  
Reporting Marks: BNGX 8001 – BNGX 8004, inclusive

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 12/2/11

Edward M Luria  
Edward M. Luria