

RECORDATION NO 30324-B

FILED

December 21, 2012 02:00 PM

ALVORD AND SURFACE TRANSPORTATION BOARD

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OF COUNSEL
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December 21, 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 December 21, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 30324.

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

Assignor: All Points Capital Corp.
275 Broad Hollow Road
Hicksville, NY 11747

Assignee: CFG Community Bank
1422 Clarkview Road
Baltimore, MD 21209

Chief, Section of Administration
December 21, 2012
Page 2

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

75 covered hopper railcars within the series AOKX 492447 - AOKX 494301 as more particularly set forth in the attachment to the document.

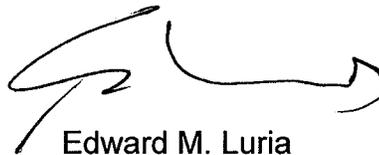
A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$42.00 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 'E. M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

December 21, 2012 02:00 PM

SURFACE TRANSPORTATION BOARD
MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE dated as of this 21st day of December, 2012, is made by ALL POINTS CAPITAL CORP., a New York corporation, with an address at 275 Broad Hollow Road, Melville, NY 11747 ("**Transferor**"), and CFG COMMUNITY BANK, a Maryland state chartered bank, with an address at 1422 Clarkview Road, Baltimore, MD 21209 ("**Transferee**" and, together with Transferor, the "**Parties**").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor and Transferee have entered into that certain Purchase and Sale Agreement (the "**Purchase Agreement**") dated as of December 20, 2012 relating to the sale by Transferor to Transferee of seventy-five (75) covered hopper railcars identified in Exhibit A hereto (the "**Cars**"), and the assignment by Transferor and assumption by Transferee of Transferor's right, title and interest in, and obligations under that certain Schedule No. 1 dated July 17, 2012 and effective as of October 1, 2012, to the extent relating to the Cars (the "**Schedule**") to the Lease Agreement dated effective as of October 1, 2011, between Transferor (as successor by assignment to Greenbrier Leasing Company LLC), as Lessor, and CARBO Ceramics Inc., as Lessee (the "**Lease Agreement**"), as each relates to the Cars, with respect to periods on and after the date hereof with the exception of certain retained obligations and retained rents identified in the Purchase Agreement (the "**Assigned Interests**");

WHEREAS, pursuant to the Purchase Agreement and an Assignment and Assumption Agreement of even date therewith (the "**Assignment Agreement**"), Assignee has acquired the Assigned Interests;

WHEREAS, the Cars are currently subject to the Schedule and the Lease Agreement;

WHEREAS, a Memorandum of Lease Agreement with respect to the Lease Agreement and the Schedule was filed with the Surface Transportation Board on August 3, 2012, and assigned recordation number 30324;

WHEREAS, a Memorandum of Partial Agreement with respect to the Lease Agreement and the Schedule was filed with the Surface Transportation Board on August 17, 2012, and assigned recordation number 30324A and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in the Cars and in the Assigned Interests, 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 is hereby acknowledged by each of the Parties hereto, by this instrument Transferor and Transferee hereby confirm Transferor's sale of the Cars to Transferee and the assignment to Transferee of Transferor's right, title and interest in, and obligations under, the Schedule and the Lease Agreement as each relates to the Cars.

[SIGNATURE PAGE TO FOLLOW]

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

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

ALL POINTS CAPITAL CORP.

By: _____
Name: MS POWERS
Title: SVP

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

CFG COMMUNITY BANK

By: _____
Name: _____
Title: _____

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

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

ALL POINTS CAPITAL CORP.

By: _____
Name: _____
Title: _____

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

CFG COMMUNITY BANK

By: 
Name: Ellen R. Fish
Title: Executive Vice President

EXHIBIT A

Seventy-Five (75) 3,250 cubic foot capacity covered hopper railcars, marked and numbered AOKX 492447 through AOKX 494301, not inclusive, as identified below:

Mark	Number	Mark	Number	Mark	Number
AOKX	492447	AOKX	492909	AOKX	494188
AOKX	492483	AOKX	492912	AOKX	494189
AOKX	492496	AOKX	492913	AOKX	494190
AOKX	492501	AOKX	492914	AOKX	494193
AOKX	492535	AOKX	492929	AOKX	494195
AOKX	492554	AOKX	492930	AOKX	494292
AOKX	492587	AOKX	492934	AOKX	494301
AOKX	492595	AOKX	492948		
AOKX	492652	AOKX	492955		
AOKX	492673	AOKX	492973		
AOKX	492701	AOKX	492974		
AOKX	492725	AOKX	492984		
AOKX	492726	AOKX	492988		
AOKX	492727	AOKX	492992		
AOKX	492737	AOKX	493022		
AOKX	492766	AOKX	493023		
AOKX	492769	AOKX	493024		
AOKX	492796	AOKX	493025		
AOKX	492804	AOKX	493028		
AOKX	492806	AOKX	493039		
AOKX	492824	AOKX	493040		
AOKX	492828	AOKX	493052		
AOKX	492831	AOKX	493056		
AOKX	492849	AOKX	493079		
AOKX	492855	AOKX	493093		
AOKX	492870	AOKX	493095		
AOKX	492875	AOKX	493103		
AOKX	492880	AOKX	493106		
AOKX	492881	AOKX	493107		
AOKX	492884	AOKX	493120		
AOKX	492892	AOKX	494151		
AOKX	492893	AOKX	494176		
AOKX	492907	AOKX	494184	Total	75 Cars
AOKX	492908	AOKX	494186		

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: 12/21/12

Edward M Luria
Edward M. Luria