

RECORDATION NO. 31031-A
FILED DECEMBER 31, 2013 03:52 PM
SURFACE TRANSPORTATION BOARD

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

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December 31, 2013

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment of Lease, a secondary document, dated as of December 31, 2013. The primary document to which this is connected is recorded under a new Recordation No. We request that this document be recorded under suffix "A" to the new Recordation No.

The names and addresses of the parties to the Memorandum of Assignment of Lease are:

Assignor:

Banc of America Leasing and Capital, LLC
One Financial Plaza
Providence, RI 02903

Lessee:

The Huntington National Bank
105 E. Fourth Street
Cincinnati, OH 45202

A description of the equipment covered by the Memorandum of Assignment of Lease consists of 32 tank cars numbered DPRX 256446, 256454, 256456, 256457, 256458, 256832, 256845, 256850, 256868, 256875, 256878, 256883, 256896, 256903, 256906, 256909, 256912, 256913, 256914, 256920, 256922, 256923, 256924, 256928, 256929, 256934, 256937, 256940, 256941, 256952, 256953, and 256997.

Ms. Cynthia T. Brown
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A fee of \$44.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Assignment of Lease between Banc of America Leasing and Capital, LLC, One Financial Plaza, Providence, RI 02903, and The Huntington National Bank, 105 E. Fourth Street, Cincinnati, OH 45202, covering 32 tank cars numbered DPRX 256446, 256454, 256456, 256457, 256458, 256832, 256845, 256850, 256868, 256875, 256878, 256883, 256896, 256903, 256906, 256909, 256912, 256913, 256914, 256920, 256922, 256923, 256924, 256928, 256929, 256934, 256937, 256940, 256941, 256952, 256953, and 256997.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", with a stylized flourish at the end.

Louis E. Gitomer

Enclosure

MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of December 31, 2013

between

THE HUNTINGTON NATIONAL BANK
as Assignee

and

BANC OF AMERICA LEASING & CAPITAL, LLC
as Assignor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO
49 U.S.C. §11301 on December ____, 2013 at ____:____.m.

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of December 31, 2013, by and between THE HUNTINGTON NATIONAL BANK (the "Assignee") and BANC OF AMERICA LEASING & CAPITAL, LLC (the "Assignor"), with reference to the following:

Assignor, as lessor, and PBF HOLDING COMPANY LLC, as lessee, have heretofore executed that certain Rail Equipment Net Leasing Agreement dated as of December 30, 2013, and, pursuant thereto, that certain Schedule No. 001 dated December 30, 2013 (collectively, the "Lease"), pertaining to the railcars set forth therein and further described on Exhibit No. 1 attached hereto (the "Railcars").

Assignor, as assignor, and Assignee, as assignee, have executed that certain Assignment and Specification of Assigned Lease Schedule dated as of the date hereof to that certain Master Assignment Agreement dated as of March 6, 2003 by and between Assignor and Assignee, pursuant to which (a) Assignor has assigned to Assignee all of Assignor's rights and obligations under the Lease and Assignee has assumed from Assignor all of Assignor's rights and obligations under the Lease, in each case, solely with respect to the assigned Railcars, and (b) Assignor has sold the assigned Railcars to Assignee.

Assignor filed a Memorandum of Lease with the STB on December 31, 2013 with respect to the Railcars which is awaiting a Recordation Number. The parties hereto wish to show for public record this Memorandum of Assignment of Lease to provide notice of such assignment.

This Memorandum of Assignment of Lease relates only to the sale by Assignor to Assignee of the assigned Railcars described herein and the assignment by Assignor to Assignee of the Lease solely as it pertains to such Railcars.

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

THE HUNTINGTON NATIONAL BANK

By: Patricia A. Clifford
Name: Patricia A. Clifford
Title: Senior Vice President

BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____
Name:
Title:

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

THE HUNTINGTON NATIONAL BANK

By: _____
Name:
Title:

BANC OF AMERICA LEASING & CAPITAL, LLC

By: Annemarie R. Warren
Name: **Annemarie L. Warren**
Title: **Vice President**

STATE OF Ohio)
) ss.
COUNTY OF Franklin)

I HEREBY CERTIFY, that on this 3rd day of December, 2013, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Patricia A. Clifford, who acknowledged himself to be the Senior Vice President of THE HUNTINGTON NATIONAL BANK, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Senior Vice President of said company by signing the name of the company by himself as the Senior Vice President.

AS WITNESS my hand and notarial seal.

Jessica J. Gourash

Notary Public

My commission expires: January 3, 2016



JESSICA J. GOURASH
Notary Public, State of Ohio
My Comm. Expires 01-03-2016

EXHIBIT NO. 1
TO MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

32 Trinity Coiled & Insulated crude oil Tank Cars with Reporting Marks:

DPRX 256832
DPRX 256845
DPRX 256850
DPRX 256868
DPRX 256875
DPRX 256878
DPRX 256883
DPRX 256896
DPRX 256903
DPRX 256906
DPRX 256909
DPRX 256912
DPRX 256913
DPRX 256914
DPRX 256920
DPRX 256922
DPRX 256923
DPRX 256924
DPRX 256928
DPRX 256929
DPRX 256934
DPRX 256937
DPRX 256940
DPRX 256941
DPRX 256952
DPRX 256953
DPRX 256446
DPRX 256453
DPRX 256454
DPRX 256457
DPRX 256458
DPRX 256997