

LAW OFFICES OF  
**LOUIS E. GITOMER, LLC**

LOUIS E. GITOMER  
Lou@lgraillaw.com

600 BALTIMORE AVENUE, SUITE 301  
TOWSON, MARYLAND 21204-4022  
(410) 296-2250 • (202) 466-6532  
FAX (410) 332-0885

September 27, 2016

MELANIE B. YASBIN  
Melanie@lgraillaw.com  
410-296-2205

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 Partial Assignment, a secondary document, dated as of September 27, 2016. The primary document to which this is connected is recorded under Recordation No. 29912. We request that this document be recorded under Recordation No. 29912-A.

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

Assignor:

BB&T Equipment Finance Corporation  
600 Washington Avenue, Suite 201  
Towson, MD 21204

Assignee:

Fifth Third Equipment Finance Company  
Fifth Third Center  
Cincinnati, OH 45263

A description of the equipment covered by the Memorandum of Partial Assignment consists of 600 CF5711 Center Flow cars numbered WLPX 44199-44366, inclusive and 44368-44799, inclusive.

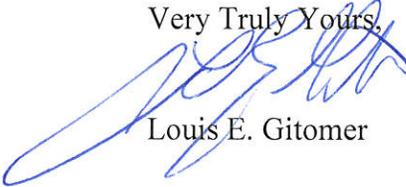
A fee of \$45.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

Ms. Cynthia T. Brown  
September 27, 2016  
Page 2

A short summary of the document to appear in the index follows: a Memorandum of Partial Assignment between BB&T Equipment Finance Corporation, 600 Washington Avenue, Suite 201, Towson, MD 21204, and Fifth Third Equipment Finance Company, Fifth Third Center, Cincinnati, OH 45263, covering 600 CF5711 Center Flow cars numbered WLPX 44199-44366, inclusive and 44368-44799, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

---

MEMORANDUM OF PARTIAL ASSIGNMENT

dated as of September 27, 2016

between

BB&T EQUIPMENT FINANCE CORPORATION,

as Assignor

and

FIFTH THIRD EQUIPMENT FINANCE COMPANY,

as Assignee

---

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO  
49 U.S.C. §11301 on September \_\_\_\_, 2016 at \_\_\_\_:\_\_\_\_.m.

MEMORANDUM OF PARTIAL ASSIGNMENT

THIS MEMORANDUM OF PARTIAL ASSIGNMENT is made and entered into as of September 21, 2016, by and between BB&T EQUIPMENT FINANCE CORPORATION (the "Assignor") and FIFTH THIRD EQUIPMENT FINANCE COMPANY (the "Assignee"), with reference to the following:

Assignor, as Lessor, and WESTLAKE POLYMERS LLC, as Lessee, have heretofore executed one or more Schedules (the "Schedule") to that certain Rail Equipment Net Leasing Agreement No. 30957 dated as of September 30, 2011 (the "Agreement"), pertaining to the railcars described in the Schedule (the "Railcars"). The Schedule incorporates by reference the terms and conditions of the Agreement and constitutes a separate instrument of lease. The Schedule, and, to the extent incorporated therein by reference, the Agreement, are collectively referred to herein as the "Lease". A Memorandum of Lease Agreement with respect to the Lease and the Railcars was duly filed and recorded with the Surface Transportation Board on September 30, 2011 under Recordation No. 29912.

Assignor, as assignor, and Assignee, as assignee, have executed that certain Specification of Assigned Interest dated as of the date hereof to that certain Master Assignment Agreement dated as of May 22, 2008, 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 Railcars identified on Exhibit No. 1 hereto (the "Assigned Railcars"), and (b) Assignor has sold the Assigned Railcars to Assignee.

The parties hereto wish to show for public record this Memorandum of Partial Assignment to provide notice of the sale of the Assigned Railcars and assignment of the Lease as it pertains to the Assigned Railcars.

This Memorandum of Partial Assignment relates only to the sale by Assignor to Assignee of the Assigned Railcars and the assignment by Assignor of the Lease as it pertains to the Assigned Railcars.

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

BB&T EQUIPMENT FINANCE CORPORATION

By: Patricia J. Gillis  
Name: Patricia J. Gillis  
Title: Vice President

FIFTH THIRD EQUIPMENT FINANCE COMPANY

By: \_\_\_\_\_  
Name:  
Title:

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

BB&T EQUIPMENT FINANCE CORPORATION

By: \_\_\_\_\_  
Name:  
Title:

FIFTH THIRD EQUIPMENT FINANCE COMPANY

By: SWagner  
Name: **Stephanie Wagner**  
Title: **Vice President**

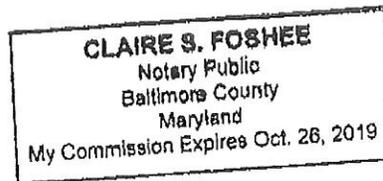
STATE OF Maryland )  
 ) ss.  
COUNTY OF Baltimore )

I HEREBY CERTIFY, that on this 26th day of September, 2016, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Patricia Gillis, who acknowledged herself to be the Vice President of BB&T EQUIPMENT FINANCE CORPORATION known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that she executed the same for the purposes therein contained as the duly authorized Vice President of said corporation by signing the name of the corporation by herself as the Vice President.

AS WITNESS my hand and notarial seal.

Claire S. Foshee  
Notary Public

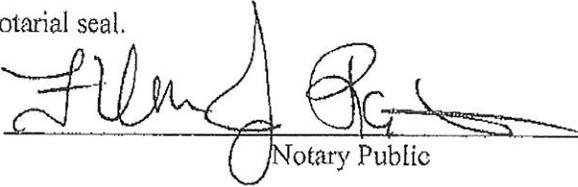
My commission expires: 10-26-19.



STATE OF )  
 ) ss.  
COUNTY OF )

I HEREBY CERTIFY, that on this 26<sup>th</sup> day of September, 2016, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Stephanie Wagner, who acknowledged himself/herself to be the VP of FIFTH THIRD EQUIPMENT FINANCE COMPANY known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he/she executed the same for the purposes therein contained as the duly authorized signor of said corporation by signing the name of the corporation by himself/herself as the VP.

AS WITNESS my hand and notarial seal.

  
Notary Public

My commission expires: \_\_\_\_\_.



Ellen J. Ratney  
Notary Public, State of Ohio  
My Commission Expires 02-20-2019

EXHIBIT NO. 1  
TO MEMORANDUM OF PARTIAL ASSIGNMENT

DESCRIPTION OF ASSIGNED RAILCARS

Four hundred (400) CF5711 Center Flow Cars numbered WLPX 44199-44366, inclusive and 44368-44599, inclusive; and

Two hundred (200) CF5711 Center Flow Cars numbers WLPX 44600-44799, inclusive.