

RECORDATION NO. 27049-D
FILED SEPTEMBER 30, 2016 5:05 PM
LAW OFFICES OF SURFACE TRANSPORTATION BOARD
LOUIS E. GITOMER, LLC

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September 30, 2016

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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 September 30, 2016. The primary document to which this is connected is recorded under Recordation No. 27049. We request that this document be recorded under Recordation No. 27049-D.

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

Assignor:

MassMutual Asset Finance LLC
2 Hampshire Street, Suite 101
Foxborough, MA 02035

Assignee:

BB&T Equipment Finance Corporation
102 West Pennsylvania Avenue
Towson, MD 21204

A description of the equipment covered by the Memorandum of Assignment of Lease consists of 36 hopper cars numbered ROKX 8401, 8404, 8414, 8415, 8416, 8419, 8421, 8424, 8426, 8427, 8430, 8432, 8433, 8434, 8437, 8439, 8441, 8445, 8448, 8449, 8450, 8454, 8455, 8456, 8460, 8461, 8462, 8467, 8470, 8473, 8474, 8475, 8476, 8479, 8482, and 8485.

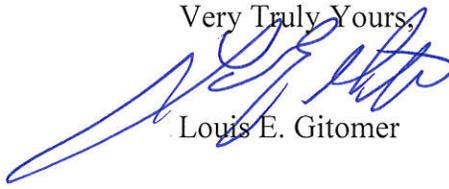
Ms. Cynthia T. Brown
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A fee of \$45.00 is enclosed. Please return one copy by email to:

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

A short summary of the document to appear in the index follows: a Memorandum of Assignment of Lease between MassMutual Asset Finance LLC, Hampshire Street, Suite 101, Foxborough, MA 02035, and BB&T Equipment Finance Corporation, 102 West Pennsylvania Avenue, Towson, MD 21204, covering 36 hopper cars numbered ROKX 8401, 8404, 8414, 8415, 8416, 8419, 8421, 8424, 8426, 8427, 8430, 8432, 8433, 8434, 8437, 8439, 8441, 8445, 8448, 8449, 8450, 8454, 8455, 8456, 8460, 8461, 8462, 8467, 8470, 8473, 8474, 8475, 8476, 8479, 8482, and 8485.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF ASSIGNMENT OF LEASE

This Memorandum of Assignment of Lease between BB&T Equipment Finance Corporation (the "Assignee") and MassMutual Asset Finance LLC (the "Assignor") is effective as of September 30, 2016.

1. This instrument relates to that certain Master Rail Car Lease Agreement No. 121 dated as of June 18, 2007 (the "Lease Agreement") and the related Equipment Schedule No. 001 (the "Schedule" which term shall also include any and all riders, addenda and exhibits attached to the Schedule), between RBS Asset Finance, Inc. ("RBS"), as lessor, and Duke Energy Progress, LLC (f/k/a Carolina Power & Light Company) (d/b/a Progress Energy Carolinas, Inc.), as lessee (the "Lessee"), pursuant to which Assignor leased to Lessee the railcars bearing the following reporting marks and road numbers (the "Equipment"):

(36) 1984 Greenville built aluminum body hopper cars with rapid discharge systems, 263,000 lb max load rail weight with railcars bearing reporting marks and road numbers ROKX 8401, ROKX 8404, ROKX 8414-8416, ROKX 8419, ROKX 8421, ROKX 8424, ROKX 8426-8427, ROKX 8430, ROKX 8432-8434, ROKX 8437, ROKX 8439, ROKX 8441, ROKX 8445, ROKX 8448-8450, ROKX 8454-8456, ROKX 8460-8462, ROKX 8467, ROKX 8470, ROKX 8473-8476, ROKX 8479, ROKX 8482, ROKX 8485

The Schedule and, to the extent incorporated in the Schedule, the Lease Agreement, are collectively referred to hereinafter as the "Lease".

2. A Memorandum of Lease with respect to the Lease was recorded with the Surface Transportation Board under Recordation Number 27049.

3. Pursuant to certain agreements dated as of June 30, 2011, RBS assigned its interests in the Equipment and the Lease to MassMutual Asset Finance LLC ("MMAF"). As a result of these assignments, MMAF acquired all of RBS's right, title, and interest in and to the Equipment and the Lease. A Memorandum of Assignment of Lease with respect to such assignment was recorded with the Surface Transportation Board under Recordation Number 27049-C.

5. Pursuant to certain agreements dated as of September 30, 2016, Assignor assigned its interests in the Equipment and the Lease to Assignee. As a result of these assignments, Assignee has acquired all of Assignor's right, title, and interest in and to the Equipment and the Lease of Assignor.

6. The addresses of the parties are as follows:

Assignor: MassMutual Asset Finance LLC, Two Hampshire Street, Suite 101, Foxboro, MA 02035

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

7. The terms and provisions of the Lease and the assignments are more particularly set forth in the Lease Agreement, the Schedule and the assignment agreements and are incorporated herein by reference.

8. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

(remainder of page intentionally left blank; signature page and acknowledgements follow)

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

ASSIGNOR: MASSMUTUAL ASSET FINANCE LLC

By: [Signature]
Signature

Its: David Coutu, President

COMMONWEALTH OF MASSACHUSETTS

COUNTY OF NORFOLK

On September 30, 2016, before me appeared David Coutu, to me personally known, who being by me duly sworn says that he is the President of MassMutual Asset Finance LLC, 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.



Alison C. Oldman
Notary Public
My commission expires: 10/21/18

ASSIGNEE: BB&T EQUIPMENT FINANCE CORPORATION

By: [Signature]
Signature

CLARENCE J. LANGRISH
Senior Vice President
Its: _____
Printed Name and Title

STATE OF MARYLAND

COUNTY OF BALTIMORE

On September 30, 2016, before me appeared Clarence Langrish to me personally known, who being by me duly sworn says that he / she is the SR. VP of BB&T Equipment Finance Corporation, and that he / she executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Patricia J. Gillis
Notary Public
My commission expires: 12/4/16

2878788.3

PATRICIA J. GILLIS
Notary Public-Maryland
Baltimore County