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December 30, 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, a secondary document, dated as of December 30, 2013. The primary document to which this is connected is recorded under Recordation No. 31019. We request that this document be recorded under Recordation No. 31019-A.

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

Assignor:

Banc of America Leasing and Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Assignee:

ALF P-II
c/o RESIDCO
70 West Madison Street, Suite 2340
Chicago, IL 60602

A description of the equipment covered by the Memorandum of Assignment consists of 80 gondola cars numbered MLMX 318-397, inclusive and 11 gondola cars numbered MLMX 406, 409, 412, 414, 425, 426, 429, 439, 445, 453, and 458.

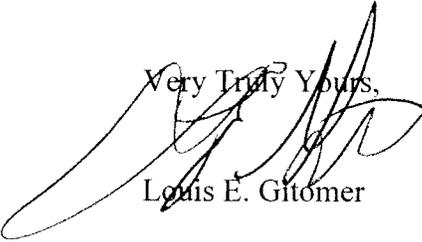
Ms. Cynthia T. Brown
December 30, 2013
Page 2

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 between Banc of America Leasing and Capital, LLC, 2059 Northlake Parkway, 4 South Tucker, GA 30084, and ALF P-II, c/o RESIDCO, 70 West Madison Street, Suite 2340, covering 80 gondola cars numbered MLMX 318-397, inclusive and 11 gondola cars numbered MLMX 406, 409, 412, 414, 425, 426, 429, 439, 445, 453, and 458.

Very Truly Yours,


Louis E. Gitomer

Enclosure

MEMORANDUM OF ASSIGNMENT

THIS MEMORANDUM OF ASSIGNMENT, dated as of the 30th day of December, 2013 is made by Banc of America Leasing & Capital, LLC, a Delaware limited liability company with an address of 2059 Northlake Parkway, 4th Floor, Atlanta, GA 30084 (“Assignor”) and ALF P-II, Inc. an Illinois corporation with an address at c/o RESIDCO, 70 W Madison Street, Suite 2340, Chicago, IL 60602 (“Assignee”).

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Assignor and Assignee entered into that certain Assignment and Specification of Assigned Lease Schedule (the “Assignment”) dated as of the date hereof;

WHEREAS, under the Assignment, Assignor assigned and Assignee assumed all of Assignor’s present and future rights, obligations, and interest in, to and under that certain Lease Schedule No. 054 dated as of December 16, 2013 between Banc of America Leasing & Capital, LLC as Lessor and Simsmetal East LLC, as Lessee (the “Schedule”), entered into pursuant to that certain Master Lease Agreement No. 17403-90000 dated as of June 23, 2011 by and between Banc of America Leasing & Capital, LLC as Lessor and Sims Group USA Holdings Corporation as Lessee (the “Lease”) relating to Eleven (11) 4,000 Cubic Foot Capacity Steel Body High Side Gondola Rail Cars With A Flat Bottom, And Eighty (80) 4,700 Cubic Foot Capacity Steel Body High Side Gondola Rail Cars With Depressed Bottom (The “Equipment”) As More Completely Described On Schedule A attached hereto and made a part hereof, as described in a Memorandum of Lease Agreement, dated as of December 27, 2013 filed with the Surface Transportation Board on December 27, 2013 and assigned Recordation No. 31019 - US STB filing;

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 here 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 Schedule (and the Lease but only as incorporated by reference in the Schedule) and the Equipment subject thereto, as described on Schedule A hereto, and Assignee has accepted such assignment and has assumed the obligations thereunder as provided in the Assignment.

The terms and provisions of the Assignment and the Schedule are more particularly set forth in the Assignment and Schedule referenced above.

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.

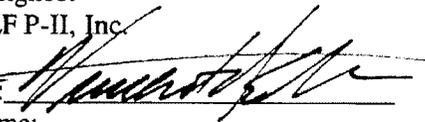
[Signature Page Follows]

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:
BANC AMERICA LEASING & CAPITAL,
LLC

By: 
Name: Eunemarie L. Warren
Title: Vice President

Assignee:
ALF P-II, Inc.

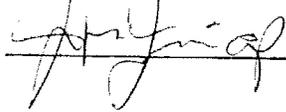
By: 
Name: Vincent A. Kolber
Title: President

ACKNOWLEDGMENT

COMMONWEALTH OF MASSACHUSETTS

Suffolk County

On this 27th day of December, 2013, before me, the undersigned notary public, personally appeared Anne Marie L. Warren, personally known to me, as Vice President for Banc of America Leasing & Capital, LLC, a Delaware limited liability company to be the person whose name is signed on the preceding or attached document, and acknowledged to me that (s)he signed it voluntarily for its stated purpose.



(official signature and seal of notary)
JENNIFER C. JENNINGS
Notary Public
Commonwealth of Massachusetts
My Commission Expires
March 16, 2018

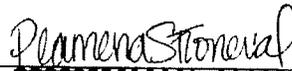


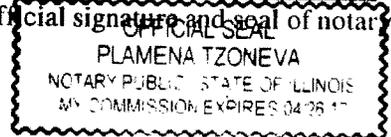
STATE OF ILLINOIS)

COUNTY OF Cook)

) ss.
)

On this 24th day of December, 2013, before me, the undersigned notary public, personally appeared Vincent A. Kalber, personally known to me, as President for ALF P-II, Inc., an Illinois corporation, to be the person whose name is signed on the preceding document, and acknowledged to me that (s)he signed it voluntarily for its stated purpose.


(official signature and seal of notary)
PLAMENA TZONEVA
NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXPIRES 04/26/17



SCHEDULE A

Equipment Description

ELEVEN (11) 4,000 CUBIC FOOT CAPACITY STEEL BODY HIGH SIDE GONDOLA RAIL CARS WITH A FLAT BOTTOM,
AND A 46' 11" IL, 53' 1" EL 10' 8" EW, 12' 8" EH WITH A 263,000 LBS. GROSS RAIL LOAD, AS FOLLOWS:

<u>OLD NUMBER</u>	<u>NEW NUMBER</u>
GBRX95129	MLMX406
GBRX95132	MLMX409
GBRX95137	MLMX412
GBRX95139	MLMX414
GBRX95155	MLMX425
GBRX95156	MLMX426
GBRX95161	MLMX429
GBRX95185	MLMX439
GBRX95201	MLMX445
GBRX95214	MLMX453
GBRX95225	MLMX458

EIGHTY (80) 4,700 CUBIC FOOT CAPACITY STEEL BODY HIGH SIDE GONDOLA RAIL CARS WITH DEPRESSED BOTTOM
48' IL 53' 1" EL, 10' 8" EW, 12' 10" EH, RATED AT 268,000 LBS. GROSS RAIL LOAD, AS FOLLOWS:

<u>OLD NUMBER</u>	<u>NEW NUMBER</u>
UNPX102600	MLMX318
UNPX102602	MLMX319
UNPX102604	MLMX320
UNPX102605	MLMX321
UNPX102607	MLMX322
UNPX102610	MLMX323
UNPX102616	MLMX324
UNPX102618	MLMX325
UNPX102621	MLMX326
UNPX102628	MLMX327
UNPX102640	MLMX328
UNPX102658	MLMX329
UNPX102659	MLMX330
UNPX102660	MLMX331
UNPX102662	MLMX332
UNPX102665	MLMX333
UNPX102666	MLMX334
UNPX102668	MLMX335

UNPX102683	MLMX336
UNPX102687	MLMX337
UNPX102690	MLMX338
UNPX102695	MLMX339
UNPX102698	MLMX340
UNPX102701	MLMX341
UNPX102704	MLMX342
UNPX102708	MLMX343
UNPX102715	MLMX344
UNPX102724	MLMX345
UNPX102727	MLMX346
UNPX102729	MLMX347
UNPX102741	MLMX348
UNPX102743	MLMX349
UNPX102752	MLMX350
UNPX102753	MLMX351
UNPX102754	MLMX352
UNPX102757	MLMX353
UNPX102758	MLMX354
UNPX102765	MLMX355
UNPX102768	MLMX356
UNPX102781	MLMX357
UNPX102782	MLMX358
UNPX102783	MLMX359
UNPX102785	MLMX360
UNPX102787	MLMX361
UNPX102788	MLMX362
UNPX102794	MLMX363
UNPX102798	MLMX364
UNPX102799	MLMX365
UNPX102801	MLMX366
UNPX102805	MLMX367
UNPX102818	MLMX368
UNPX102837	MLMX369
UNPX102838	MLMX370
UNPX102845	MLMX371
UNPX102851	MLMX372
UNPX102853	MLMX373
UNPX102855	MLMX374
UNPX102856	MLMX375
UNPX102860	MLMX376
UNPX102861	MLMX377
UNPX102870	MLMX378
UNPX102871	MLMX379
UNPX102879	MLMX380
UNPX102882	MLMX381
UNPX102896	MLMX382
UNPX102897	MLMX383
UNPX102902	MLMX384
UNPX102905	MLMX385

UNPX102918	MLMX386
UNPX102920	MLMX387
UNPX102930	MLMX388
UNPX102931	MLMX389
UNPX102933	MLMX390
UNPX102934	MLMX391
UNPX102938	MLMX392
UNPX102957	MLMX393
UNPX102880	MLMX394
UNPX102795	MLMX395
UNPX102830	MLMX396
UNPX102839	MLMX397