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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

December 20, 2013

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 Security Interest, dated as of December 20, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Interest previously filed with the Board under Recordation Numbers 21737-H, 29072-VV and 25991-L.

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

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

Assignee: The Huntington National Bank
105 East Fourth Street, Suite 200C
Cincinnati, OH 45202

Section Chief
December 20, 2013
Page 2

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

224 railcars: KCS 286525 – KCS 286749 (not including casualty KCS 286726)

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

Memorandum of Assignment of Security Interest.

Also enclosed is a check in the amount of \$44.00 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 be 'E. M. Luria', written in a cursive style.

Edward M. Luria

EML/sem
Enclosures

**MEMORANDUM OF ASSIGNMENT OF SECURITY INTEREST
(Surface Transportation Board)**

THIS MEMORANDUM OF ASSIGNMENT OF SECURITY INTEREST dated as of December 20, 2013 ("Memorandum") is between BB&T Equipment Finance Corporation, a North Carolina corporation ("BB&T") and The Huntington National Bank, a national bank ("HNB").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The CIT Group/Corporate Aviation, Inc., a Delaware corporation ("CITCA"), as successor by assignment to The CIT Group/Equipment Financing, Inc. ("CITEF"), has leased certain railroad cars more particularly described on Schedule 1 attached hereto (the "Railcars") to Kansas City Southern Railway Company pursuant to the lease agreement more particularly described on Annex A hereto (the "Sublease").

B. CITCA and BB&T are parties to that certain Equipment Lease Agreement dated as of July 31, 2012 (as amended, restated or otherwise modified from time to time, the "Lease"), as supplemented by that certain lease supplements including Lease Supplement No. 7, dated as of July 31, 2012 (the "Lease Supplement"), pursuant to which CITCA has granted and pledged to BB&T all of its right, title and interest in, to and under the Sublease with respect to the Railcars and all proceeds thereof, whether now existing or hereafter acquired, as security for its obligations under such agreements, a memorandum of which security interest was filed with the Surface Transportation Board on July 31, 2012 at recordation number 21737-H.

C. BB&T has assigned to HNB all of its right, title and interest in, to and under the Sublease with respect to the Railcars and all proceeds thereof, whether now existing or hereafter acquired, as security for its obligations under such agreements with respect to Lease Supplement.

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

E. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank.]

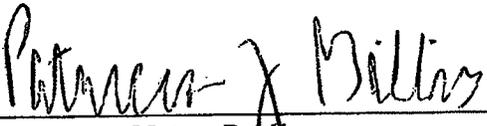
IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

BB&T EQUIPMENT FINANCE CORPORATION

By: 
Name: _____
Title: **STEPHEN GRAY**
Senior Vice President

STATE OF MARYLAND)
) ss:
COUNTY OF BALTIMORE)

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of Baltimore this 20th day of December, 2013 by Stephen Gray, as Senior Vice President of BB&T EQUIPMENT FINANCE CORPORATION, a North Carolina corporation.



Notary Public

My commission expires: December 4, 2016

[Notarial Seal]

PATRICIA J. GILLIS
Notary Public-Maryland
Baltimore County

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

THE HUNTINGTON NATIONAL BANK

By: [Signature]
Name: Amy R. Phillips
Title: Assistant Vice President

STATE OF Ohio)
) ss:
COUNTY OF Franklin)

The foregoing Memorandum was acknowledged before me the undersigned Notary Public, in the County of Franklin this 20 day of December, 2013 by Amy Phillips as, AVP of THE HUNTINGTON NATIONAL BANK.



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

[Signature]
Notary Public

My commission expires:

[Notarial Seal]

ANNEX A

Sublease

1. **Rider No. 11 dated as of March 20, 2007, between CITCA and Kansas City Southern Railway Company, which Schedule incorporates the terms and conditions of that certain Master Full Service Lease Agreement dated as of March 15, 2005 and effective as of October 1, 2002 between CITCA and Kansas City Southern Railway Company.**

SCHEDULE 7

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 7

NUMBER OF RAILCARS	MANUFACTURER	DESCRIPTION	CAR NUMBERS
224	ARI	5,200 C.F. covered hopper cars with gravity gates and trough hatches	See below

Quantity
224

Equipment Description
5,200 C.F. covered hopper
cars with gravity gates and
trough hatches

Reporting Marks and Numbers

1	KCS	286630
2	KCS	286631
3	KCS	286632
4	KCS	286633
5	KCS	286634
6	KCS	286635
7	KCS	286636
8	KCS	286637
9	KCS	286638
10	KCS	286639
11	KCS	286640
12	KCS	286641
13	KCS	286642
14	KCS	286643
15	KCS	286644
16	KCS	286645
17	KCS	286646
18	KCS	286647
19	KCS	286648
20	KCS	286649
21	KCS	286650
22	KCS	286651
23	KCS	286652
24	KCS	286653
25	KCS	286654

26 KCS 286655
27 KCS 286656
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34 KCS 286663
35 KCS 286664
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37 KCS 286666
38 KCS 286667
39 KCS 286668
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222	KCS	286627
223	KCS	286628
224	KCS	286629

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: 12/20/13

Edward M Luria
Edward M. Luria