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December 18, 2015

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 18, 2015. The primary document to which this is connected is recorded under Recordation No. 30917. We request that this document be recorded under Recordation No. 30917-C.

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

Assignor:

Fifth Third Equipment Finance Company
38 Fountain Square Plaza
Cincinnati, OH 45263

Assignee:

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

A description of the equipment covered by the Memorandum of Assignment of Lease consists of 106 tank cars numbered CAOX 300409, 300426, 300441, 300443, 300446, 300447, 300450-300454, inclusive, 300456-300550, inclusive.

A fee of \$43.00 is enclosed. Please return one copy by email to:

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

Ms. Cynthia T. Brown
December 18, 2015
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A short summary of the document to appear in the index follows: a Memorandum of Assignment of Lease between Fifth Third Equipment Finance Company, 38 Fountain Square Plaza, Cincinnati, OH 45263, and BB&T Equipment Finance Corporation, 600 Washington Avenue, Suite 201, Towson, MD 21204, covering 106 tank cars numbered CAOX 300409, 300426, 300441, 300443, 300446, 300447, 300450-300454, inclusive, 300456-300550, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF ASSIGNMENT OF LEASE

(Schedule No. FT-2)

Dated as of December 18, 2015

between

FIFTH THIRD EQUIPMENT FINANCE COMPANY,
Assignor

and

BB&T EQUIPMENT FINANCE CORPORATION

Assignee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2015 at ____:____.M
Recordation Number _____

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of December 18, 2015, by and between FIFTH THIRD EQUIPMENT FINANCE COMPANY ("Fifth Third" or the "Assignor") and BB&T EQUIPMENT FINANCE CORPORATION ("BB&T" or the "Assignee"), with reference to the following:

BB&T, as Lessor, and Westlake Vinyls, Inc. ("Westlake"), as Lessee, have heretofore executed that certain Railroad Equipment Net Leasing Agreement dated as of August 30, 2013 (the "Agreement"), and, pursuant thereto, that certain Schedule No. FT-2 dated November 18, 2013 (the "Schedule" and together with the Agreement (solely to the extent the Agreement is incorporated into the Schedule by reference), the "Lease"), pertaining to the railcars described therein and further described on Exhibit No. 1 attached hereto (the "Railcars").

A Memorandum of Lease Agreement dated August 30, 2013 between BB&T, as Lessor and Westlake, as Lessee covering the Lease and the Railcars was recorded at the Surface Transportation Board (the "Board") on August 30, 2013 under Recordation No. 30917.

Subsequently, BB&T sold and assigned its rights title and interest in the Lease and Railcars to Fifth Third (the "Initial Assignment"). The Initial Assignment was evidenced by a Memorandum of Partial Assignment dated as of November 18, 2013 between BB&T, as assignor and Fifth Third, as assignee that was recorded at the Board on November 18, 2013 under Recordation No. 30917-B (the "Initial Memorandum of Assignment").

Now, Fifth Third, as assignor, wishes to assign to BB&T, and BB&T, as assignee, wishes to assume from Fifth Third, all of Fifth Third's rights, title and interest in the Lease and 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 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 assigned Railcars, and (b) Assignor has sold the assigned Railcars to Assignee.

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.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment of Lease to be signed and sealed by their respective corporate officers as of the date and year first above written.

Assignor:

**FIFTH THIRD EQUIPMENT FINANCE
COMPANY**

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

STATE OF OHIO)
) ss.:
COUNTY OF HAMILTON)

On this 17 day of December, 2015, before me the subscriber personally appeared Stephanie Wagner, who being by me duly sworn, did depose and say: that (s)he is a Vice President of FIFTH THIRD EQUIPMENT FINANCE COMPANY the corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

Paula D. McQueen
NOTARY PUBLIC

My Commission Expires: _____



PAULA D. McQUEEN
Notary Public, State of Ohio
My Commission Expires
October 21, 2018

[Assignor signature page]

EXHIBIT NO. 1

EQUIPMENT DESCRIPTION

One hundred and six (106) Trinity Rail, 16,664 wg CI – 263GRL, tank cars, manufactured 2013,
more fully identified with the following marks:

CAOX 300409	CAOX 300477	CAOX 300509	CAOX 300541
CAOX 300426	CAOX 300478	CAOX 300510	CAOX 300542
CAOX 300441	CAOX 300479	CAOX 300511	CAOX 300543
CAOX 300443	CAOX 300480	CAOX 300512	CAOX 300544
CAOX 300446	CAOX 300481	CAOX 300513	CAOX 300545
CAOX 300447	CAOX 300482	CAOX 300514	CAOX 300546
CAOX 300450	CAOX 300483	CAOX 300515	CAOX 300547
CAOX 300451	CAOX 300484	CAOX 300516	CAOX 300548
CAOX 300452	CAOX 300485	CAOX 300517	CAOX 300549
CAOX 300453	CAOX 300486	CAOX 300518	CAOX 300550
CAOX 300454	CAOX 300487	CAOX 300519	
CAOX 300456	CAOX 300488	CAOX 300520	
CAOX 300457	CAOX 300489	CAOX 300521	
CAOX 300458	CAOX 300490	CAOX 300522	
CAOX 300459	CAOX 300491	CAOX 300523	
CAOX 300460	CAOX 300492	CAOX 300524	
CAOX 300461	CAOX 300493	CAOX 300525	
CAOX 300462	CAOX 300494	CAOX 300526	
CAOX 300463	CAOX 300495	CAOX 300527	
CAOX 300464	CAOX 300496	CAOX 300528	
CAOX 300465	CAOX 300497	CAOX 300529	
CAOX 300466	CAOX 300498	CAOX 300530	
CAOX 300467	CAOX 300499	CAOX 300531	
CAOX 300468	CAOX 300500	CAOX 300532	
CAOX 300469	CAOX 300501	CAOX 300533	
CAOX 300470	CAOX 300502	CAOX 300534	
CAOX 300471	CAOX 300503	CAOX 300535	
CAOX 300472	CAOX 300504	CAOX 300536	
CAOX 300473	CAOX 300505	CAOX 300537	
CAOX 300474	CAOX 300506	CAOX 300538	
CAOX 300475	CAOX 300507	CAOX 300539	
CAOX 300476	CAOX 300508	CAOX 300540	