

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

RECORDATION NO. 30154-C  
FILED AUGUST 31, 2016 2:45 PM  
SURFACE TRANSPORTATION BOARD

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August 31, 2016

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 August 31, 2016. The primary document to which this is connected is recorded under Recordation Number 30154. We request that this document be recorded under Recordation Number 30154-C.

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

Assignor:

Citizens Asset Finance, Inc., as successor in interest to RBS Asset Finance, Inc.  
480 Jefferson Blvd.  
Warwick, Rhode Island 02886

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 285 plastic pellet covered hopper cars numbered DAKX 252000-252019, inclusive, 252021-252026, inclusive, 252050-252104, inclusive, 252159, 252160, 252162-252301, inclusive, and 252303-252364, inclusive.

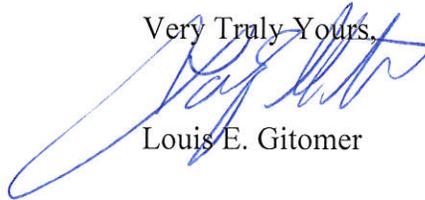
Ms. Cynthia T. Brown  
August 31, 2016  
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A fee of \$43.00 is enclosed. Please return one copy by email to:

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

A short summary of the document to appear in the index follows: a Memorandum of Assignment of Lease between Citizens Asset Finance, Inc., as successor in interest to RBS Asset Finance, Inc., 480 Jefferson Blvd., Warwick, Rhode Island 02886, and BB&T Equipment Finance Corporation, 600 Washington Avenue, Suite 201, Towson, MD 21204, covering 285 plastic pellet covered hopper cars numbered DAKX 252000-252019, inclusive, 252021-252026, inclusive, 252050-252104, inclusive, 252159, 252160, 252162-252301, inclusive, and 252303-252364, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of August 31, 2016

between

CITIZENS ASSET FINANCE, INC.,  
as successor in interest to RBS ASSET FINANCE, INC.  
as Assignor

and

BB&T EQUIPMENT FINANCE CORPORATION  
as Assignee

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

## MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of August 31, 2016, by and between CITIZENS ASSET FINANCE, INC., as successor in interest to RBS ASSET FINANCE, INC. ("Citizens" or the "Assignor") and BB&T EQUIPMENT FINANCE CORPORATION ("BB&T" or the "Assignee"), with reference to the following:

Banc of America Leasing & Capital, LLC ("BALC"), as Lessor, and DAK Americas LLC, ("DAK"), as Lessee, have heretofore executed that certain Rail Equipment Net Leasing Agreement No. 20120-90000 dated as of May 27, 2009 (the "Agreement"), and, pursuant thereto, that certain Schedule No. 003 dated March 30, 2012 (the "Schedule"), and together with the Agreement, solely to the extent the Agreement is incorporated into the Schedule by reference, collectively, 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 as of March 30, 2012 between BALC, as Lessor, and DAK, as Lessee, covering the Lease and the Railcars was recorded with the Surface Transportation Board (the "Board") on March 30, 2012 under Recordation No. 30154.

Subsequently, BALC sold and assigned its rights title and interest in the Lease and Railcars to Citizens (the "Initial Assignment"). The Initial Assignment was evidenced by a Memorandum of Assignment of Lease dated as of March 30, 2012 between BALC, as assignor, and Citizens, as assignee, that was recorded with the Board on March 30, 2012 under Recordation No. 30154-B.

Now, Citizens, as assignor, wishes to assign to BB&T, and BB&T, as assignee, wishes to assume from Citizens, all of Citizens' 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 Purchased Assets dated as of the date hereof to that certain Master Assignment Agreement dated as of March 16, 2009 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 executed or caused this Memorandum of Assignment of Lease to be executed as of the date first above written.

CITIZENS ASSET FINANCE, INC.,  
as successor in interest to RBS ASSET FINANCE, INC.

By:   
Name: **Linda Simeone**  
Title: **Vice President**

BB&T EQUIPMENT FINANCE CORPORATION

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



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

CITIZENS ASSET FINANCE, INC.,  
as successor in interest to RBS ASSET FINANCE, INC.

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

BB&T EQUIPMENT FINANCE CORPORATION

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

STATE OF MARYLAND )  
 ) ss.  
COUNTY OF BALTIMORE )

I HEREBY CERTIFY, that on this 30<sup>th</sup> day of August, 2016, before me, the undersigned, a Notary Public of the State of MARYLAND, personally appeared PATRICIA GILUS, who acknowledged himself/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 he/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 himself/herself as the VICE PRESIDENT.

AS WITNESS my hand and notarial seal.

Clare S. Foshee

Notary Public

My commission expires: 10-26-19.



EXHIBIT NO. 1  
TO MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

Two hundred eighty-five (285) plastic pellet covered hopper cars numbered DAKX 252000-252019, inclusive, 252021-252026, inclusive, 252050-252104, inclusive, 252159, 252160, 252162-252301, inclusive, and 252303-252364, inclusive.