

ALVORD AND ALVORD PLLC SURFACE TRANSPORTATION BOARD
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

April 30, 2015

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear 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 Lease, dated as of April 30, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 30856.

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

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

Assignee: The Huntington National Bank
105 East Fourth Street
Cincinnati, Ohio 45202

Chief
Section of Administration
April 30, 2015
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A description of the railroad equipment covered by the enclosed document is:

300 railcars: NCIX 6887 and within the series NCIX 6371 – NCIX 6679, as more particularly set forth on the attachment to the document.

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

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$43.00 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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of April 30, 2015

between

BB&T EQUIPMENT FINANCE CORPORATION

as Assignor

and

THE HUNTINGTON NATIONAL BANK, A NATIONAL BANKING ASSOCIATION
as Assignee

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO
49 U.S.C. §11301 on _____, 2015 at ____:____.m.

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of April 30, 2015, by and between BB&T EQUIPMENT FINANCE CORPORATION (the "Assignor") and THE HUNTINGTON NATIONAL BANK, A NATIONAL BANKING ASSOCIATION (the "Assignee"), with reference to the following:

Assignor, as lessor and assignee of Fifth Third Equipment Finance Company, and NOVA CHEMICALS INC., as lessee, have heretofore executed that certain Rail Equipment Lease Agreement dated as of July 24, 2013, and, pursuant thereto, that certain Schedule No. 2 dated July 24, 2013 (collectively, the "Lease"), pertaining to the railcars set forth therein and further described on Exhibit No. 1 attached hereto (the "Railcars").

Assignor, as assignor, and Assignee, as assignee, have executed that certain Specification of Purchased Assets dated as of the date hereof to that certain Master Assignment Agreement dated as of September 30, 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.

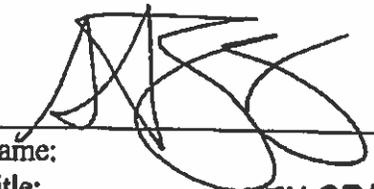
This Memorandum of Assignment of Lease relates only to the sale by Assignor to Assignee of the assigned Railcars described herein and the assignment by Assignor to Assignee of the Lease solely as it pertains to such Railcars.

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.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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.

BB&T EQUIPMENT FINANCE CORPORATION

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

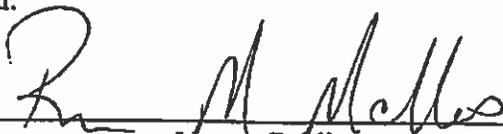
THE HUNTINGTON NATIONAL BANK, A NATIONAL BANKING ASSOCIATION

By: 
Name: _____
Title: **Amy R. Phillips**
Assistant Vice President

STATE OF Maryland)
COUNTY OF Baltimore) ss.

I HEREBY CERTIFY, that on this 30th day of April, 2015, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Stephen Gray, who acknowledged himself to be the Senior VP 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 executed the same for the purposes therein contained as the duly authorized Senior VP of said company by signing the name of the company by himself as the Senior VP.

AS WITNESS my hand and notarial seal.



Notary Public

REGINA M. MCMANUS
NOTARY PUBLIC
BALTIMORE COUNTY

My commission expires: 10/15/16.

STATE OF Ohio)
) ss.
COUNTY OF Franklin)

I HEREBY CERTIFY, that on this 30th day of April, 2015, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Amy R. Phillips, who acknowledged himself/herself to be the Assistant Vice President of THE HUNTINGTON NATIONAL BANK, A NATIONAL BANKING ASSOCIATION, 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 Assistant Vice President of said company by signing the name of the company by himself/herself as the Assistant Vice President.

AS WITNESS my hand and notarial seal.



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

Jessica J. Gourash
Notary Public

My commission expires: January 3, 2016.

**EXHIBIT NO. 1
TO MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT
DESCRIPTION OF UNITS**

Asset Mark

Unit Type

NCIX 6371 through NCIX 6445, inclusive
NCIX 6447
NCIX 6449 through NCIX 6495, inclusive
NCIX 6497 through NCIX 6509, inclusive
NCIX 6511 through NCIX 6522, inclusive
NCIX 6524 through NCIX 6567, inclusive
NCIX 6569 through NCIX 6592, inclusive
NCIX 6594 through NCIX 6629, inclusive
NCIX 6631 through NCIX 6679, inclusive
NCIX 6887

Railcars

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: April 30, 2015

Edward M Luria

Edward M. Luria