RECORDATION NO. 21737-L FILED
May 30, 2014 2:20 PM
SURFACE TRANSPORTATION BOARD

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May 30, 2014

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 May 30, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Security Interest previously filed with the Board under Recordation Numbers 25991-L, 21737-H and 20972-VV.

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, Suite 200C
Cincinnati, OH 45202

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

359 covered hopper railcars within the series KCS 286000 – KCS286374 as set forth in the attachment to the document.

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,

Edward M. Luria

EML/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF SECURITY INTEREST
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF SECURITY INTEREST dated as of May 30, 2014 ("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 from 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. 6, 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, three memoranda of which security interest were filed with the Surface Transportation Board on July 31, 2012 under recordation numbers 25991-L, 21737-H, and 20972-VV.

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, but solely with respect to the Lease Supplement and the Railcars.

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: STEPHEN GRAY
Title: 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 30th day of May, 2014 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]

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: _____

Name: [redacted] R. Phillips

Title: [redacted]ant Vice President

STATE OF [redacted])
) ss:
COUNTY OF [redacted])

The foregoing Memorandum was acknowledged before me the undersigned Notary Public, in the County of [redacted] this [30] day of May, 2014 by [redacted]s [redacted] of THE HUNTINGTON NATIONAL BANK.

NOTARY PUBLIC

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

_____
Notary Public

My commission expires:

[Notarial Seal] January 3 2016

WCSR 31554366v1

ANNEX A

Sublease

1. Rider No. 9 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 1

Description of Equipment Under Lease Supplement No. 6

359 ARI Built 5,200 C.F. Covered Hopper Cars with Gravity Gates and Trough Hatches Bearing the Following Car Numbers:

1	KCS	286000	38	KCS	286037	75	KCS	286082
2	KCS	286001	39	KCS	286038	76	KCS	286083
3	KCS	286002	40	KCS	286039	77	KCS	286084
4	KCS	286003	41	KCS	286040	78	KCS	286085
5	KCS	286004	42	KCS	286042	79	KCS	286086
6	KCS	286005	43	KCS	286044	80	KCS	286087
7	KCS	286006	44	KCS	286045	81	KCS	286088
8	KCS	286007	45	KCS	286046	82	KCS	286089
9	KCS	286008	46	KCS	286048	83	KCS	286090
10	KCS	286009	47	KCS	286049	84	KCS	286091
11	KCS	286010	48	KCS	286050	85	KCS	286092
12	KCS	286011	49	KCS	286051	86	KCS	286093
13	KCS	286012	50	KCS	286052	87	KCS	286094
14	KCS	286013	51	KCS	286053	88	KCS	286095
15	KCS	286014	52	KCS	286054	89	KCS	286096
16	KCS	286015	53	KCS	286055	90	KCS	286097
17	KCS	286016	54	KCS	286056	91	KCS	286098
18	KCS	286017	55	KCS	286057	92	KCS	286099
19	KCS	286018	56	KCS	286058	93	KCS	286100
20	KCS	286019	57	KCS	286059	94	KCS	286101
21	KCS	286020	58	KCS	286060	95	KCS	286102
22	KCS	286021	59	KCS	286061	96	KCS	286103
23	KCS	286022	60	KCS	286063	97	KCS	286104
24	KCS	286023	61	KCS	286067	98	KCS	286105
25	KCS	286024	62	KCS	286068	99	KCS	286106
26	KCS	286025	63	KCS	286069	100	KCS	286107
27	KCS	286026	64	KCS	286070	101	KCS	286108
28	KCS	286027	65	KCS	286071	102	KCS	286109
29	KCS	286028	66	KCS	286072	103	KCS	286110
30	KCS	286029	67	KCS	286073	104	KCS	286111
31	KCS	286030	68	KCS	286075	105	KCS	286112
32	KCS	286031	69	KCS	286076	106	KCS	286113
33	KCS	286032	70	KCS	286077	107	KCS	286114
34	KCS	286033	71	KCS	286078	108	KCS	286115
35	KCS	286034	72	KCS	286079	109	KCS	286116
36	KCS	286035	73	KCS	286080	110	KCS	286117
37	KCS	286036	74	KCS	286081	111	KCS	286118

112	KCS	286119	155	KCS	286164	198	KCS	286210
113	KCS	286120	156	KCS	286165	199	KCS	286211
114	KCS	286121	157	KCS	286166	200	KCS	286212
115	KCS	286122	158	KCS	286167	201	KCS	286213
116	KCS	286123	159	KCS	286168	202	KCS	286214
117	KCS	286124	160	KCS	286169	203	KCS	286215
118	KCS	286125	161	KCS	286170	204	KCS	286216
119	KCS	286126	162	KCS	286171	205	KCS	286217
120	KCS	286127	163	KCS	286172	206	KCS	286219
121	KCS	286128	164	KCS	286174	207	KCS	286220
122	KCS	286129	165	KCS	286175	208	KCS	286221
123	KCS	286130	166	KCS	286176	209	KCS	286222
124	KCS	286131	167	KCS	286177	210	KCS	286223
125	KCS	286132	168	KCS	286178	211	KCS	286224
126	KCS	286133	169	KCS	286179	212	KCS	286225
127	KCS	286134	170	KCS	286180	213	KCS	286226
128	KCS	286135	171	KCS	286181	214	KCS	286227
129	KCS	286136	172	KCS	286182	215	KCS	286228
130	KCS	286137	173	KCS	286183	216	KCS	286229
131	KCS	286138	174	KCS	286184	217	KCS	286230
132	KCS	286139	175	KCS	286185	218	KCS	286231
133	KCS	286140	176	KCS	286186	219	KCS	286232
134	KCS	286141	177	KCS	286187	220	KCS	286233
135	KCS	286142	178	KCS	286188	221	KCS	286234
136	KCS	286143	179	KCS	286189	222	KCS	286235
137	KCS	286144	180	KCS	286190	223	KCS	286236
138	KCS	286145	181	KCS	286191	224	KCS	286237
139	KCS	286146	182	KCS	286192	225	KCS	286238
140	KCS	286147	183	KCS	286193	226	KCS	286239
141	KCS	286148	184	KCS	286194	227	KCS	286240
142	KCS	286149	185	KCS	286196	228	KCS	286241
143	KCS	286150	186	KCS	286197	229	KCS	286242
144	KCS	286151	187	KCS	286198	230	KCS	286243
145	KCS	286152	188	KCS	286199	231	KCS	286244
146	KCS	286153	189	KCS	286200	232	KCS	286245
147	KCS	286154	190	KCS	286201	233	KCS	286246
148	KCS	286155	191	KCS	286203	234	KCS	286247
149	KCS	286157	192	KCS	286204	235	KCS	286248
150	KCS	286158	193	KCS	286205	236	KCS	286249
151	KCS	286160	194	KCS	286206	237	KCS	286250
152	KCS	286161	195	KCS	286207	238	KCS	286251
153	KCS	286162	196	KCS	286208	239	KCS	286252
154	KCS	286163	197	KCS	286209	240	KCS	286253

241	KCS	286256	281	KCS	286296	321	KCS	286336
242	KCS	286257	282	KCS	286297	322	KCS	286337
243	KCS	286258	283	KCS	286298	323	KCS	286338
244	KCS	286259	284	KCS	286299	324	KCS	286339
245	KCS	286260	285	KCS	286300	325	KCS	286340
246	KCS	286261	286	KCS	286301	326	KCS	286341
247	KCS	286262	287	KCS	286302	327	KCS	286342
248	KCS	286263	288	KCS	286303	328	KCS	286343
249	KCS	286264	289	KCS	286304	329	KCS	286344
250	KCS	286265	290	KCS	286305	330	KCS	286345
251	KCS	286266	291	KCS	286306	331	KCS	286346
252	KCS	286267	292	KCS	286307	332	KCS	286347
253	KCS	286268	293	KCS	286308	333	KCS	286348
254	KCS	286269	294	KCS	286309	334	KCS	286349
255	KCS	286270	295	KCS	286310	335	KCS	286350
256	KCS	286271	296	KCS	286311	336	KCS	286351
257	KCS	286272	297	KCS	286312	337	KCS	286352
258	KCS	286273	298	KCS	286313	338	KCS	286353
259	KCS	286274	299	KCS	286314	339	KCS	286354
260	KCS	286275	300	KCS	286315	340	KCS	286355
261	KCS	286276	301	KCS	286316	341	KCS	286356
262	KCS	286277	302	KCS	286317	342	KCS	286357
263	KCS	286278	303	KCS	286318	343	KCS	286358
264	KCS	286279	304	KCS	286319	344	KCS	286359
265	KCS	286280	305	KCS	286320	345	KCS	286360
266	KCS	286281	306	KCS	286321	346	KCS	286361
267	KCS	286282	307	KCS	286322	347	KCS	286362
268	KCS	286283	308	KCS	286323	348	KCS	286363
269	KCS	286284	309	KCS	286324	349	KCS	286364
270	KCS	286285	310	KCS	286325	350	KCS	286365
271	KCS	286286	311	KCS	286326	351	KCS	286366
272	KCS	286287	312	KCS	286327	352	KCS	286367
273	KCS	286288	313	KCS	286328	353	KCS	286368
274	KCS	286289	314	KCS	286329	354	KCS	286369
275	KCS	286290	315	KCS	286330	355	KCS	286370
276	KCS	286291	316	KCS	286331	356	KCS	286371
277	KCS	286292	317	KCS	286332	357	KCS	286372
278	KCS	286293	318	KCS	286333	358	KCS	286373
279	KCS	286294	319	KCS	286334	359	KCS	286374
280	KCS	286295	320	KCS	286335			

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: May 30, 2014

Edward M Luria

Edward M. Luria