RECORDATION NO. 21737-I FILED
December 20, 2013 2:20 PM
SURFACE TRANSPORTATION BOARD

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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 Equipment Lease Agreement with Respect to Lease Supplement No. 7, 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 document previously filed with the Board under Recordation Numbers 21737-G, 29072-UU and 25991-K.

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

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 Equipment Lease Agreement with Respect to Lease Supplement No. 7.

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

RECORDATION NO. 21737-I FILED
December 20, 2013 2:20 PM
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF EQUIPMENT LEASE AGREEMENT WITH RESPECT TO LEASE SUPPLEMENT NO. 7
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF EQUIPMENT LEASE AGREEMENT WITH RESPECT TO LEASE SUPPLEMENT NO. 7, dated as of December 20, 2013, 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, has leased from BB&T certain railcars identified on Schedule 1 attached hereto (the "Railcars") under Lease Supplement No. 7 dated as of July 31, 2012 (the "Lease Supplement") to that certain Equipment Lease Agreement, dated as of July 31, 2012 (as amended, modified, supplemented and or replaced from time to time as the "Lease"). A memorandum of Equipment Lease Agreement was filed with the Surface Transportation Board on July 31, 2012 at Recordation Number 21737-G.

B. BB&T has sold the Railcars to HNB and assigned HNB all of its right, title and interest in and to the Lease with respect to the Lease Supplement.

C. 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.

D. 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,
as Assignor

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 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, as Assignee

By: _____

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 of THE HUNTINGTON NATIONAL BANK.

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

_____
Notary Public

My commission expires:

[Notarial Seal]

SCHEDULE 1

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	Equipment Description
224	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
28	KCS	286657
29	KCS	286658
30	KCS	286659
31	KCS	286660
32	KCS	286661
33	KCS	286662
34	KCS	286663
35	KCS	286664
36	KCS	286665
37	KCS	286666
38	KCS	286667
39	KCS	286668
40	KCS	286669
41	KCS	286670
42	KCS	286671
43	KCS	286672
44	KCS	286673
45	KCS	286674
46	KCS	286675
47	KCS	286676
48	KCS	286677
49	KCS	286678
50	KCS	286679
51	KCS	286680
52	KCS	286681

53	KCS	286682
54	KCS	286683
55	KCS	286684
56	KCS	286685
57	KCS	286686
58	KCS	286687
59	KCS	286688
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61	KCS	286690
62	KCS	286691
63	KCS	286692
64	KCS	286693
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69	KCS	286698
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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