

LAW OFFICES OF  
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410-296-2225

March 28, 2014

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 §11301. This document is a Memorandum of Assignment of Lease, a secondary document, dated as of March 28, 2014. The primary document to which this is connected is recorded under a new Recordation Number. We request that the copy of this document be recorded under the suffix "A" to the new Recordation Number.

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

Assignor:

Banc of America Leasing and Capital, LLC  
One Financial Plaza  
Providence, RI 02903

Assignee:

BBVA Compass Financial Corporation  
159 Crocker Park Blvd, Suite 260  
Westlake, OH 44145

A description of the equipment covered by the Memorandum of Assignment of Lease consists of 48 tank cars numbered DPRX 256365, 256464, 256465, 256466, 256469, 256476, 256477, 256480, 256493, 256494, 256499, 256502, 256513, 256552, 256401, 256408, 256422, 256427, 256430, 256431, 256432, 256420, 256452, 256489, 256492, 256496, 256497, 256500, 256505, 256508, 256509, 256510, 256514, 256515, 256517, 256520, 256522, 256523, 256525, 256532, 256539, 256547, 256550, 256272, 256282, 256433, 256435, and 256443.

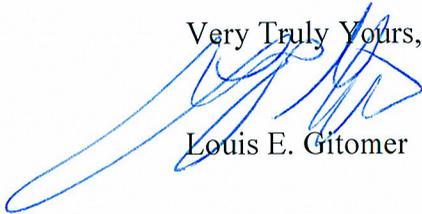
Ms. Cynthia T. Brown  
March 28, 2014  
Page 2

A fee of \$44.00 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 Banc of America Leasing and Capital, LLC, One Financial Plaza, Providence, RI 02903, and BBVA Compass Financial Corporation, 159 Crocker Park Blvd, Suite 260, Westlake, OH 44145, covering 48 tank cars numbered DPRX 256365, 256464, 256465, 256466, 256469, 256476, 256477, 256480, 256493, 256494, 256499, 256502, 256513, 256552, 256401, 256408, 256422, 256427, 256430, 256431, 256432, 256420, 256452, 256489, 256492, 256496, 256497, 256500, 256505, 256508, 256509, 256510, 256514, 256515, 256517, 256520, 256522, 256523, 256525, 256532, 256539, 256547, 256550, 256272, 256282, 256433, 256435, and 256443.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of March 28, 2014

between

BBVA COMPASS FINANCIAL CORPORATION

as Assignee

and

BANC OF AMERICA LEASING & CAPITAL, LLC

as Assignor

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FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO  
49 U.S.C. §11301 on March \_\_\_\_, 2014 at \_\_\_\_:\_\_\_\_.m.

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of March 28, 2014, by and between BBVA COMPASS FINANCIAL CORPORATION (the "Assignee") and BANC OF AMERICA LEASING & CAPITAL, LLC (the "Assignor"), with reference to the following:

Assignor, as lessor, and PBF HOLDING COMPANY LLC, as lessee, have heretofore executed that certain Rail Equipment Net Leasing Agreement dated as of December 30, 2013, and, pursuant thereto, that certain Schedule No. 006 dated March 28, 2014 (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 Assignment and Specification of Assigned Interest dated as of the date hereof to that certain Master Assignment Agreement dated as of ~~March 28, 2014~~ <sup>March 28, 2014</sup> 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.

Assignor filed a Memorandum of Lease with the STB on March 28, 2014 with respect to the Railcars which is awaiting a Recordation Number. 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.

BBVA COMPASS FINANCIAL CORPORATION

By: Mark S. Marinik  
Name: Mark S. Marinik  
Title: Executive Vice President

BANC OF AMERICA LEASING & CAPITAL, LLC

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.

BBVA COMPASS FINANCIAL CORPORATION

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

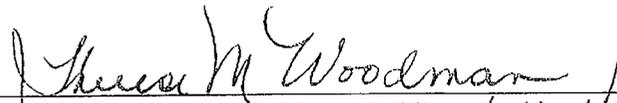
BANC OF AMERICA LEASING & CAPITAL, LLC

By: *Cherie R. Wilson*  
Name: *Cherie R. Wilson*  
Title: *Vice President*

STATE OF OHIO )  
 ) ss.  
COUNTY OF CUYAHOGA )

I HEREBY CERTIFY, that on this 27th day of March, 2014, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Mark S. Marinik, who acknowledged himself to be the Executive Vice President of BBVA COMPASS FINANCIAL 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 Executive Vice President of said company by signing the name of the company by himself as the Executive Vice President.

AS WITNESS my hand and notarial seal.

  
Notary Public *N/K/A Hochman*

My commission expires: 4-5-14.





EXHIBIT NO. 1  
TO MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

48 Trinity Coiled & Insulated crude oil Tank Cars with Reporting Marks:

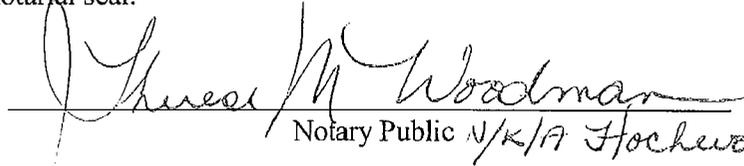
Car Initials	Car #
DPRX	256365
DPRX	256464
DPRX	256465
DPRX	256466
DPRX	256469
DPRX	256476
DPRX	256477
DPRX	256480
DPRX	256493
DPRX	256494
DPRX	256499
DPRX	256502
DPRX	256513
DPRX	256552
DPRX	256401
DPRX	256408
DPRX	256422
DPRX	256427
DPRX	256430
DPRX	256431
DPRX	256432
DPRX	256420
DPRX	256452
DPRX	256489
DPRX	256492
DPRX	256496
DPRX	256497
DPRX	256500
DPRX	256505
DPRX	256508
DPRX	256509
DPRX	256510
DPRX	256514
DPRX	256515
DPRX	256517
DPRX	256520
DPRX	256522
DPRX	256523

DPRX	256525
DPRX	256532
DPRX	256539
DPRX	256547
DPRX	256550
DPRX	256272
DPRX	256282
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DPRX	256435
DPRX	256443

STATE OF OHIO )  
 ) ss.  
COUNTY OF CUYAHOGA )

I HEREBY CERTIFY, that on this 27th day of March, 2014, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Mark S. Marinik, who acknowledged himself to be the Executive Vice President of BBVA COMPASS FINANCIAL 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 Executive Vice President of said company by signing the name of the company by himself as the Executive Vice President.

AS WITNESS my hand and notarial seal.

  
Notary Public N/K/A Hochewan

My commission expires: 4-5-14.



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.

BBVA COMPASS FINANCIAL CORPORATION

By: Mark S. Marinik  
Name: Mark S. Marinik  
Title: Executive Vice President

BANC OF AMERICA LEASING & CAPITAL, LLC

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



