

ALVORD AND ALVORD PLLC SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

March 31, 2015

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 Assignment of Sublease Agreement, dated as of March 30, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment of Sublease Agreement previously filed with the Board under Recordation Number 28045-C.

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

Assignor: Citizens Asset Finance, Inc.  
(f/k/a RBS Asset Finance, Inc.)  
71 South Wacker Drive  
Chicago, IL 60606

Assignee: Regions Commercial Equipment Finance, LLC  
1900 Fifth Ave N, 24th Floor  
Birmingham, Alabama 35203

Section Chief  
March 31, 2015  
Page 2

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

149 covered triple hopper railcars: TILX 538052 – TILX 538200.

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

Memorandum of Assignment of Assignment of Sublease Agreement.

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

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**MEMORANDUM OF ASSIGNMENT OF  
ASSIGNMENT OF SUBLEASE AGREEMENT**

between

**CITIZENS ASSET FINANCE, INC.,**  
as Assignor,  
formerly known as RBS Asset Finance, Inc.,

and

**REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC,**  
as Assignee

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FILED WITH THE SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C. SECTION 11301(a)  
on \_\_\_\_\_, 2015 at \_\_:\_\_\_.m.

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**MEMORANDUM OF ASSIGNMENT OF  
ASSIGNMENT OF SUBLEASE AGREEMENT**

**THIS MEMORANDUM OF ASSIGNMENT OF ASSIGNMENT OF SUBLEASE AGREEMENT** is effective as of March 30, 2015 by and between **CITIZENS ASSET FINANCE, INC.** ("Assignor"), formerly known as RBS Asset Finance, Inc., and **REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC** ("Assignee") with reference to the following:

1. Trinity Industries Leasing Company, as lessee ("Lessee"), and Assignor, as lessor, are parties to that certain Equipment Schedule No. 1 dated as of September 30, 2009 (the "Schedule") to Master Rail Lease Agreement, dated as of September 30, 2009 by and between Lessee and Assignor, whereby Lessee has assigned, transferred and set over to Assignor a continuing, first-priority security interest in and to the sublease (the "Subleases") of any of the railcars described in Exhibit A hereto (the "Cars"), together with all proceeds thereof (the "Proceeds").

2. Lessee and Assignor have recorded a Memorandum of Assignment of Sublease Agreement with the Surface Transportation Board on October 1, 2009 as Recordation No. 28045-C, which Memorandum covered, among other things, the Subleases, the Proceeds and the Cars.

3. Assignor has assigned all of its right, title and interest in, to and under the Schedule, the Cars, the Subleases and the Proceeds.

4. This Memorandum of Assignment is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) for the purpose of giving record notice and evidence of the assignment of the Subleases and the Proceeds.

5. This Memorandum of Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Assignment.

[REMAINDER OF PAGE INTENTIONALLY BLANK; EXECUTION PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

CITIZENS ASSET FINANCE, INC.

By: *S. Perakis*  
Name: Soula Perakis  
Title: Vice President

REGIONS COMMERCIAL EQUIPMENT  
FINANCE, LLC

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

[EXECUTION PAGE OF MEMORANDUM OF ASSIGNMENT OF  
ASSIGNMENT OF SUBLEASE AGREEMENT]

IN WITNESS WHEREOF, the parties have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

CITIZENS ASSET FINANCE, INC.

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

REGIONS COMMERCIAL EQUIPMENT  
FINANCE, LLC

By:  \_\_\_\_\_  
Name: **B. Scott McClain**  
Title: **Senior Vice President**

[EXECUTION PAGE OF MEMORANDUM OF ASSIGNMENT OF  
ASSIGNMENT OF SUBLEASE AGREEMENT]

STATE OF Illinois

§

SS:

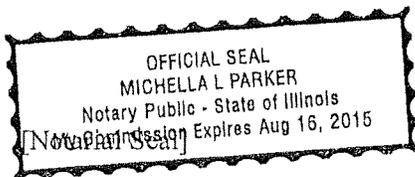
COUNTY OF Cook

§

§

On this, the 30<sup>th</sup> day of March, 2015, before me Michelle L. Parker, the undersigned officer, personally appeared Soula Perakis, who acknowledged himself/herself to be Vice President of CITIZENS ASSET FINANCE, INC., a corporation, and that he/she as such member being authorized to do so, executed the foregoing Memorandum for the purposes therein contained by signing the name of the corporation by himself/herself as Vice President.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Michelle L. Parker  
Notary Public

My commission expires:

August 16, 2015

STATE OF \_\_\_\_\_

§

SS:

COUNTY OF \_\_\_\_\_

§

§

On this, the \_\_\_\_\_ day of \_\_\_\_\_, 2015, before me \_\_\_\_\_, the undersigned officer, personally appeared \_\_\_\_\_, who acknowledged himself/herself to be \_\_\_\_\_ of REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC., a limited liability company, and that he/she as such member being authorized to do so, executed the foregoing Memorandum for the purposes therein contained by signing the name of the limited liability company by himself/herself as \_\_\_\_\_.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires:

\_\_\_\_\_

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

§  
§ SS:  
§

On this, the \_\_\_\_ day of \_\_\_\_\_, 2015, before me \_\_\_\_\_, the undersigned officer, personally appeared \_\_\_\_\_, who acknowledged himself/herself to be \_\_\_\_\_ of CITIZENS ASSET FINANCE, INC., a corporation, and that he/she as such member being authorized to do so, executed the foregoing Memorandum for the purposes therein contained by signing the name of the corporation by himself/herself as \_\_\_\_\_.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires:  
\_\_\_\_\_

STATE OF Alabama  
COUNTY OF Jefferson

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§ SS:  
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On this, the 30<sup>TH</sup> day of March, 2015, before me \_\_\_\_\_, the undersigned officer, personally appeared Scott McClain, who acknowledged himself/herself to be Sr Vice President of REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC., a limited liability company, and that he/she as such member being authorized to do so, executed the foregoing Memorandum for the purposes therein contained by signing the name of the limited liability company by himself/herself as Sr. Vice President

April Fairbanks  
Notary Public

[Notarial Seal]

My commission expires:  
**MY COMMISSION EXPIRES JANUARY 11, 2018**  
\_\_\_\_\_

**EXHIBIT A**

**DESCRIPTION OF EQUIPMENT SUBJECT  
TO ASSIGNED SUBLEASE**

149 covered triple hopper cars with a 5,380 cubic foot capacity, with the following respective reporting marks and numbers:

TILX538052 through TILX538200

**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: March 31, 2015

*Edward M. Luria*

\_\_\_\_\_  
Edward M. Luria