

RECORDATION NO 30581-B

FILED

December 28, 2012 02:42 PM

LAW OFFICES OF
LOUIS E. GITOMER, LLC
SURFACE TRANSPORTATION BOARD

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December 28, 2012

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 49 U.S.C. § 11301.

The document is a Memorandum of Assignment of Lease, a secondary document, dated as of December 28, 2012. The primary document to which this is connected is recorded under a new Recordation No. We request that this document be recorded under suffix "B" for the new Recordation No.

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

Assignor:

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Assignee:

The Huntington National Bank
105 East 4th Street CN01
Cincinnati, OH 45202

A description of the equipment covered by the Memorandum of Assignment of Lease consists of covering 100 covered hopper cars numbered TILX 519023-519122, inclusive.

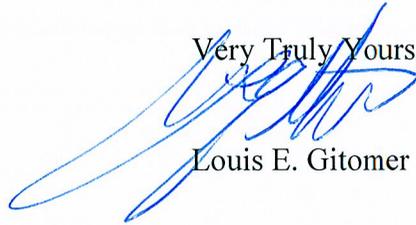
Ms. Cynthia T. Brown
December 28, 2012
Page 2

A fee of \$42.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index follows: Memorandum of Assignment of Lease between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and The Huntington National Bank, 105 East 4th Street CN01, Cincinnati, OH 45202, covering 100 covered hopper cars numbered TILX 519023-519122, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of December 28, 2012

between

THE HUNTINGTON NATIONAL BANK
as Assignee

and

BANC OF AMERICA LEASING & CAPITAL, LLC
as Assignor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO
49 U.S.C. §11301 on December __, 2012 at ____:____.m.

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of December 28, 2012, by and between THE HUNTINGTON NATIONAL BANK (the "Assignee") and BANC OF AMERICA LEASING & CAPITAL, LLC (the "Assignor"), with reference to the following:

Assignor, as Lessor, and Trinity Industries Leasing Company, as Lessee, have heretofore executed that certain Rail Equipment Net Leasing Agreement dated as of December 5, 2012, and, pursuant thereto, that certain Schedule No. 09006 dated December 28, 2012 (collectively, the "Lease"), pertaining to the railcars described 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 Lease Schedule dated as of the date hereof to that certain Master Assignment Agreement dated as of March 6, 2003 by and between Assignor and Assignee, pursuant to which Assignor has assigned to Assignee all of its rights and obligations under the Lease with respect to the Railcars.

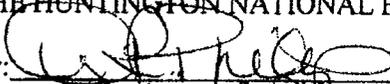
The parties hereto wish to show for public record this Memorandum of Assignment of Lease to provide notice of such assignment.

This Memorandum of Assignment of Lease 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.

THE HUNTINGTON NATIONAL BANK

By: 

Name: Amy R. Phillips

Title: Assistant Vice President

BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____

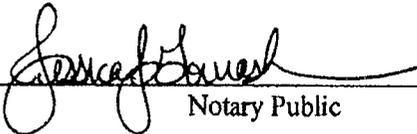
Name:

Title:

STATE OF Ohio)
) ss.
COUNTY OF Franklin)

I HEREBY CERTIFY, that on this 20th day of December, 2012, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Amy Phillips, who acknowledged himself to be the Assistant Vice President of THE HUNTINGTON NATIONAL BANK, 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 Assistant Vice President of said company by signing the name of the company by himself as the Assistant Vice President.

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires: 01/03/2016.



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

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.

THE HUNTINGTON NATIONAL BANK

By: _____
Name:
Title:

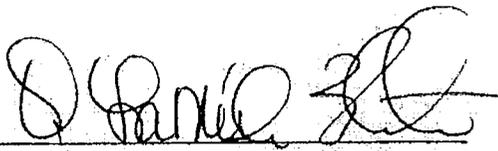
BANC OF AMERICA LEASING & CAPITAL, LLC

By: Steffanie Rogland
Name: Steffanie Rogland
Title: AVP

STATE OF GEORGIA)
) ss.
COUNTY OF CLAYTON)

I HEREBY CERTIFY, that on this 18th day of December, 2012, before me, the undersigned, a Notary Public of the State of GEORGIA, personally appeared STEFFANIE RAGLAND, who acknowledged himself to be the AVP of BANC OF AMERICA LEASING & CAPITAL, LLC, 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 AVP of said company by signing the name of the company by himself as the AVP.

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires:

<p>O LAMESH WHITE NOTARY PUBLIC Clayton County State of Georgia My Comm. Expires Nov. 01, 2016</p>

EXHIBIT NO. 1
TO MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

One hundred (100) 5,161 cf Covered Hopper Cars bearing the following reporting marks:

Asset Mark

TILX 519023
TILX 519024
TILX 519025
TILX 519026
TILX 519027
TILX 519028
TILX 519029
TILX 519030
TILX 519031
TILX 519032
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