

RECORDATION NO. 27812-B
FILED June 28, 2013 03:55 PM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
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June 28, 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 Memorandum of Assignment of Lease Documents, dated as of June 28, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Numbers 27812 and 27812-A.

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

Assignor: Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4th Floor
Tucker, Georgia 30084

Assignee: TD Equipment Finance Inc.
2059 Springdale Road
Cherry Hill, NY Jersey 08003

Chief
Section of Administration
June 28, 2013
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A description of the railroad equipment covered by the enclosed document is:

135 railcars: TILX 43457 – TILX 43550 and TILX 44501 – TILX 44541.

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

Memorandum of Assignment of Lease Documents.

Also enclosed is a check in the amount of \$42.00 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

MEMORANDUM OF ASSIGNMENT OF LEASE DOCUMENTS

THIS MEMORANDUM OF ASSIGNMENT OF LEASE DOCUMENTS dated as of this 28th day of June, 2013, is made by BANC OF AMERICA LEASING & CAPITAL, LLC ("Assignor") and TD EQUIPMENT FINANCE, INC. (the "Assignee", and, together with the Assignor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Assignor and Assignee entered into that certain Assignment and Specification of Assigned Interest (the "Assignment") dated as of June 28, 2013 relating to the sale by Assignor to Assignee of one-hundred thirty-five (135) railcars as more particularly described on Exhibit A attached hereto (the "Equipment") and the assignment by Assignor and assumption by Assignee of Assignor's right, title and interest in, and obligations under (a) that certain Schedule No. 90001, dated as of February 6, 2009 ("Schedule 90001"), between Trinity Industries Leasing Company, as lessee ("Lessee") and Assignor, as lessor, which incorporates therein by reference the terms and conditions of the Rail Equipment Net Leasing Agreement, dated as of February 6, 2009, between Assignor and Lessee (together with all of the riders, schedules and other attachments solely related to Schedule 90001, collectively, the "Lease") and (b) the Subleasing Consent and Amendment, dated as of February 6, 2009, (the "Subleasing Consent" and together with the Lease, the "Lease Documents"), among Lessee, Bank of Utah, as collateral agent, and Assignor.

WHEREAS, the Equipment is subject to the Lease.

WHEREAS, a Memorandum of Lease dated as of February 6, 2009 with respect to the Lease was filed with the Surface Transportation Board (the "STB") on February 6, 2009 as STB Recordation No. 27812 and a Memorandum of Assignment of Subleases, dated February 6, 2009 with respect to the Lease Documents (as defined in the Subleasing Consent) was filed with the STB on February 13, 2009 as STB Recordation No. 27812-A.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Assignor of its right, title and interest in, and obligations under, the Lease Documents to Assignee, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Assignor hereby confirms the sale of the Equipment to Assignee and the assignment to Assignee of Assignor's right, title and interest in, and obligations under, the Lease Documents in accordance with the terms and conditions of the Assignment, and the Assignee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

[Signature Page Follows]

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC
Assignor

By: Annemarie L. Warren

Name: **Annemarie L. Warren**
Title: **Vice President**

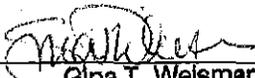
STATE OF Massachusetts)
COUNTY OF Suffolk) SS:

On this June day of June, 2013, before me personally appeared Annemarie L. Warren, to me personally known, who, by me being duly sworn, says that he/she is Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, that the foregoing instrument was signed on behalf of said company, by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Edith Henry
Notary Public

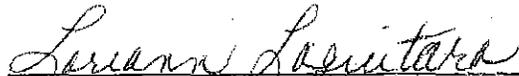
My commission expires: February 3 2017

TD EQUIPMENT FINANCE, INC.
Assignee

By: 
Name: Gina T. Weismann
Title: Vice President

STATE OF New Jersey)
COUNTY OF Camden) SS.:

On this 20th day of June, 2013, before me personally appeared Gina Weismann, to me personally known, who, by me being duly sworn, says that he/she is Vice President of TD EQUIPMENT FINANCE, INC., that the foregoing instrument was signed on behalf of said company, by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.


Notary Public **LUCRETIA LAQUITARO**
NOTARY PUBLIC
STATE OF NEW JERSEY
MY COMMISSION EXPIRES OCTOBER 3, 2015

My commission expires:

EXHIBIT A

One Hundred Thirty-Five (135) 4,402 CF Alum Coal-Gon Cars bearing the following marks and numbers (inclusive):

TILX043457 - TILX043550

TILX044501 - TILX044541

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: 6/28/13

Edward M Luria
Edward M. Luria