

RECORDATION NO 30856-A FILED
July 24, 2013 06:00 PM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

July 24, 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 Lease, dated as of July 24, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 30856.

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

Assignor: Fifth Third Equipment Finance Company
38 Fountain Square Plaza
Cincinnati, OH 45263

Assignee: BB&T Equipment Finance Corporation
600 Washington Avenue, Suite 201
Towson, MD 21204

Section Chief
July 24, 2013
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A description of the railroad equipment covered by the enclosed document is:

300 railcars: NCIX 6887 and within the series NCIX 6371 – NCIX 6679, as more particularly set forth on the attachment to the document.

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

Memorandum of Assignment of Lease.

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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of July 24, 2013

between

BB&T EQUIPMENT FINANCE CORPORATION

as Assignee

and

FIFTH THIRD EQUIPMENT FINANCE COMPANY

as Assignor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO
49 U.S.C. §11301 on July ____, 2013 at ____:____.m.

STB Assignment

WCSR 30539146v3

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of July ~~24~~, 2013, by and between BB&T EQUIPMENT FINANCE CORPORATION (the "Assignee") and FIFTH THIRD EQUIPMENT FINANCE COMPANY (the "Assignor"), with reference to the following:

Assignor, as Lessor, and Nova Chemicals Inc., as Lessee, have heretofore executed that certain Rail Equipment Lease Agreement dated as of July ~~24~~, 2013, and, pursuant thereto, that certain Schedule No. 2 dated July ~~24~~, 2013 (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 Specification of Purchased Assets (Lease) dated as of the date hereof to that certain Master Assignment Agreement dated as of May 22, 2008 by 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.

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

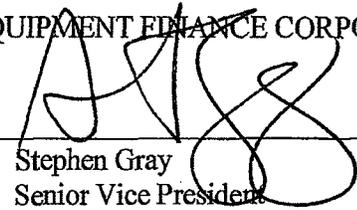
This Memorandum of Assignment of Lease relates only to the sale by Assignor to Assignee of the assigned Railcars described herein and the assignment by Assignor to Assignee of the Lease solely as it pertains to such Railcars.

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.

BB&T EQUIPMENT FINANCE CORPORATION

By: 
Name: Stephen Gray
Title: Senior Vice President

FIFTH THIRD EQUIPMENT FINANCE COMPANY

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.

BB&T EQUIPMENT FINANCE CORPORATION

By: _____
Name:
Title:

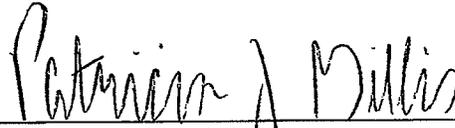
FIFTH THIRD EQUIPMENT FINANCE COMPANY

By: Michael Hube
Name:
Title: **Michael Hube**
Vice President

STATE OF MARYLAND)
) ss.
COUNTY OF BALTIMORE)

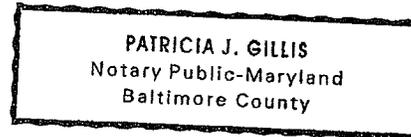
I HEREBY CERTIFY, that on this 23rd day of July, 2013, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Stephen Gray, who acknowledged himself to be the Senior Vice President of BB&T EQUIPMENT FINANCE CORPORATION, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Senior Vice President of said company by signing the name of the company by himself as the Senior Vice President.

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires: December 4, 2016.



STATE OF Ohio)
) ss.
COUNTY OF Hamilton)

I HEREBY CERTIFY, that on this 24th day of July, 2013 before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Michael Hube, who acknowledged himself to be the Vice President of FIFTH THIRD EQUIPMENT FINANCE COMPANY, 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 Vice President of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notarial seal.

Charles Allen Arkin

Notary Public

My commission expires: No Expiration.



Charles Allen Arkin, Attorney At Law
NOTARY PUBLIC - STATE OF OHIO
My commission has no expiration date
Sec. 147.03 R.C.

EXHIBIT NO. 1
TO MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

three hundred (300) rail cars bearing reporting marks as follows:

NCIX 6371
NCIX 6372
NCIX 6373
NCIX 6374
NCIX 6375
NCIX 6376
NCIX 6377
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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: 7/24/2013

Edward M Luria
Edward M. Luria