

RECORDATION NO 23702-H FILED  
June 15, 2012 01:31 PM  
SURFACE TRANSPORTATION BOARD  
LAW OFFICES OF  
**LOUIS E. GITOMER, LLC.**

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June 15, 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 Agreement, a secondary document, dated as of June 15, 2012. The primary document to which this is connected is recorded under Recordation No. 23702-C. We request that this document be recorded under Recordation No. 23702-H.

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

Assignor:

Banc of America Leasing & Capital, LLC  
555 California Street, 4th Floor  
San Francisco CA 94104

Assignee:

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

A description of the equipment covered by the Memorandum of Assignment of Lease Agreement consists of 63 Center Flow hopper cars numbered XOMX 717095, 717145, 717188, 717190, 717191, 717193-717250, inclusive.

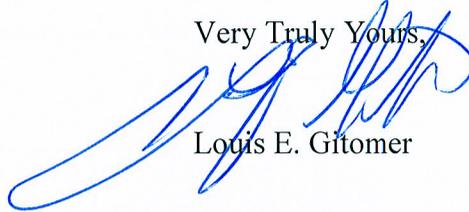
A fee of \$41.00 is enclosed. Please return one copy by email to:

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

Ms. Cynthia T. Brown  
June 15, 2012  
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A short summary of the document to appear in the index follows: a Memorandum of Assignment of Lease Agreement between Banc of America Leasing & Capital, LLC, 555 California Street, 4th Floor, San Francisco CA 94104, and BB&T Equipment Finance Corporation, 600 Washington Avenue, Suite 201, Towson, MD 21204, covering 63 Center Flow hopper cars numbered XOMX 717095, 717145, 717188, 717190, 717191, 717193-717250, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

dated as of June 15, 2012

between

BANC OF AMERICA LEASING & CAPITAL, LLC,  
as Assignor

and

BB&T EQUIPMENT FINANCE CORPORATION  
as Assignee

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FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.  
§11301

on June 15, 2012 at \_\_\_\_:\_\_\_\_.m.

## MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT is made and entered into as of June 15, 2012, by and between BANC OF AMERICA LEASING & CAPITAL, LLC ("Assignor") and BB&T EQUIPMENT FINANCE CORPORATION ("Assignee"), with reference to the following:

1. Assignor, as lessor, is a party to that certain Lease Supplement No. 4, dated as of December 14, 2001 (as amended, the "Lease Supplement"), entered into pursuant to that certain Equipment Lease Agreement, dated as of October 11, 2001 (the "Lease"), each between The Equipment Funding Group, a division of Provident Commercial Group, Inc. (the "Original Assignor"), and Procurement, a division of ExxonMobil Global Services Company, on behalf of Exxon Mobil Corporation. A Memorandum of Lease, dated as of October 11, 2001, was recorded at the Surface Transportation Board (the "Board") on December 14, 2001 at 9:51 a.m. under Recordation Number 23702-C covering the Lease, the Lease Supplement and those certain railcars described on Exhibit A attached hereto (the "Railcars").
2. Original Assignor previously assigned its interest in the Railcars, the Lease Supplement and the Lease (as the same relates to the Lease Supplement and Railcars), to SunTrust Equipment Finance & Leasing Corp. (f/k/a SunTrust Leasing Corporation, "SunTrust"). A Memorandum of Assignment, dated as of December 27, 2001, was recorded at the Board on December 27, 2001 at 3:37 p.m. under Recordation Number 23702-D.
3. SunTrust subsequently assigned its interest in the Railcars, the Lease Supplement and the Lease (as the same relates to the Lease Supplement and Railcars), to Assignor. A Memorandum of Assignment of Lease, dated as of December 31, 2009, was recorded at the Board on January 7, 2010 under Recordation Number 23702-F.
4. Assignor and Assignee have entered into that certain Assignment and Specification of Assigned Lease Schedule, dated as of June 15, 2012, incorporating by reference that certain Master Assignment Agreement, dated as of April 29, 2008, which is evidenced by this Memorandum of Assignment of Lease Agreement with respect to the Railcars, the Lease Supplement and the Lease (as the same relates to the Lease Supplement and Railcars).

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC  
Assignor

By: Andy Capdarest  
Name: Andy Capdarest  
Title: Director

STATE OF CALIFORNIA        )  
  ) ss.  
COUNTY OF SAN FRANCISCO )

On June 13, 2012 before me Lori Kerfus, <sup>Notary Public</sup> personally appeared Andy Capdarest who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed this instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Lori Kerfus (Seal)





**EXHIBIT A**

**DESCRIPTION OF CARS:**

CF 6221 Centerflow Hopper Cars.

**QUANTITY:**

63

**REPORTING MARKS AND IDENTIFYING NUMBERS:**

Car #s	Car #s	Car #s
XOMX 717095	XOMX 717219	XOMX 717250
XOMX 717145	XOMX 717220	
XOMX 717188	XOMX 717221	
XOMX 717190	XOMX 717222	
XOMX 717191	XOMX 717223	
XOMX 717193	XOMX 717224	
XOMX 717194	XOMX 717225	
XOMX 717195	XOMX 717226	
XOMX 717196	XOMX 717227	
XOMX 717197	XOMX 717228	
XOMX 717198	XOMX 717229	
XOMX 717199	XOMX 717230	
XOMX 717200	XOMX 717231	
XOMX 717201	XOMX 717232	
XOMX 717202	XOMX 717233	
XOMX 717203	XOMX 717234	
XOMX 717204	XOMX 717235	
XOMX 717205	XOMX 717236	
XOMX 717206	XOMX 717237	
XOMX 717207	XOMX 717238	
XOMX 717208	XOMX 717239	
XOMX 717209	XOMX 717240	
XOMX 717210	XOMX 717241	
XOMX 717211	XOMX 717242	
XOMX 717212	XOMX 717243	
XOMX 717213	XOMX 717244	
XOMX 717214	XOMX 717245	
XOMX 717215	XOMX 717246	
XOMX 717216	XOMX 717247	
XOMX 717217	XOMX 717248	
XOMX 717218	XOMX 717249	