

August 30, 2012 04:36 PM

SURFACE TRANSPORTATION BOARD

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

LOUIS E. GITOMER
Lou@lgraillaw.com

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

MELANIE B. YASBIN
Melanie@lgraillaw.com
410-296-2225

August 30, 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 Partial Assignment, a secondary document, dated as of August 30, 2012. The primary document to which this is connected is recorded Recordation No. 27940. We request that this document be recorded under Recordation No. 27940-C

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

Assignor:

Banc of America Leasing & Capital, LLC
One Financial Plaza, 5th Floor
Providence, RI 02903

Assignee:

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

A description of the equipment covered by the Memorandum of Partial Assignment consists of 221 Aluminum BethGon II railroad cars numbered CPOX 10001-10100, inclusive, 10457-10460, inclusive, and 10495-10611, inclusive.

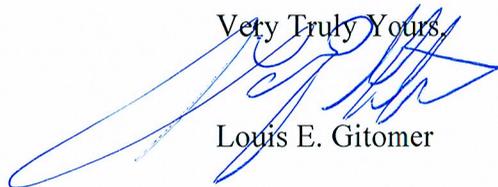
Ms. Cynthia T. Brown
August 30, 2012
Page 2

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@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Partial Assignment between Banc of America Leasing & Capital, LLC, One Financial Plaza, 5th Floor, Providence, RI 02903, and BB&T Equipment Finance Corporation 600 Washington Avenue, Suite 201, Towson, MD 21204, covering 221 Aluminum BethGon II railroad cars numbered CPOX 10001-10100, inclusive, 10457-10460, inclusive, and 10495-10611, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF PARTIAL ASSIGNMENT

THIS MEMORANDUM OF PARTIAL ASSIGNMENT is made and entered into as of August 30, 2012, by and between BB&T EQUIPMENT FINANCE CORPORATION (the "Assignee") and BANC OF AMERICA LEASING & CAPITAL, LLC (the "Assignor"), with reference to the following:

Assignor, as Lessor, and CONSUMERS ENERGY COMPANY, as Lessee, have heretofore executed that certain Railroad Equipment Lease dated as of May 18, 2009 (the "Lease"), pertaining to the railcars described therein (the "Railcars"). A Memorandum of Railroad Equipment Lease with respect to the Lease and the Railcars was duly filed and recorded as Recordation No. 27940 with the Surface Transportation Board on May 19, 2009.

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 April 29, 2008 by and between Assignor and Assignee, pursuant to which (a) Assignor has assigned to Assignee all of its rights and obligations under the Lease and Assignee has assumed from Assignor all of Assignor's obligations under the Lease solely with respect to the Railcars identified on Exhibit No. 1 hereto (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 Partial Assignment to provide notice of the sale of the Assigned Railcars and assignment of the Lease as it pertains to the Assigned Railcars.

This Memorandum of Partial Assignment relates only to the sale by Assignor to Assignee of the Assigned Railcars and the assignment by Assignor of the Lease as it pertains to the Assigned Railcars.

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

BB&T EQUIPMENT FINANCE
CORPORATION

By: _____

Name: Stephen Gray

Title: Senior Vice President

BANC OF AMERICA LEASING & CAPITAL,
LLC

By: _____

Name:

Title:

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

BB&T EQUIPMENT FINANCE
CORPORATION

By: _____
Name: Stephen Gray
Title: Senior Vice President

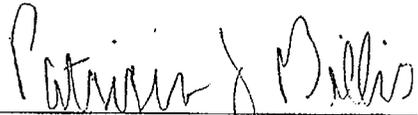
BANC OF AMERICA LEASING & CAPITAL,
LLC

By: David Buccolo
Name: David Buccolo
Title: Director

STATE OF MARYLAND)
)
COUNTY OF BALTIMORE)

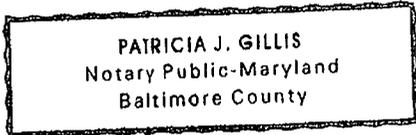
I HEREBY CERTIFY, that on this 29th day of August, 2012, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Stephen Gray, who acknowledged himself to be the Senior Vice President of BB&T EQUIPMENT FINANCE CORPORATION, known (or satisfactorily proven), to be the 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, 2012



CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

State of California

County of San Francisco

On Aug 19 2012 before me, Lori Kerfus, Notary Public

personally appeared David Pucillo

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the 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.

Place Notary Seal Above

Signature: [Signature] Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: [Blank]

Document Date: [Blank] Number of Pages: [Blank]

Signer(s) Other Than Named Above: [Blank]

Capacity(ies) Claimed by Signer(s)

Signer's Name: [Blank] Signer's Name: [Blank]

[] Corporate Officer - Title(s): [Blank] [] Corporate Officer - Title(s): [Blank]

[] Individual

[] Partner - [] Limited [] General

[] Attorney in Fact

[] Trustee

[] Guardian or Conservator

[] Other: [Blank]

Signer Is Representing: [Blank]



[] Individual

[] Partner - [] Limited [] General

[] Attorney in Fact

[] Trustee

[] Guardian or Conservator

[] Other: [Blank]

Signer Is Representing: [Blank]

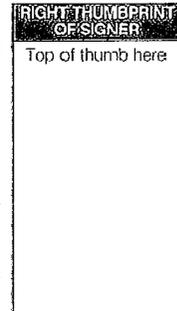


EXHIBIT NO. 1

TO MEMORANDUM OF PARTIAL ASSIGNMENT

DESCRIPTION OF ASSIGNED RAILCARS

Two hundred twenty one (221) Aluminum BethGon II railroad cars, manufactured by Freightcar America, Inc. more particularly described below.

100 Aluminum BethGon® II Cars
Cars with the Following Car Marks
and Numbers:

1 CPOX	10001
2 CPOX	10002
3 CPOX	10003
4 CPOX	10004
5 CPOX	10005
6 CPOX	10006
7 CPOX	10007
8 CPOX	10008
9 CPOX	10009
10 CPOX	10010
11 CPOX	10011
12 CPOX	10012
13 CPOX	10013
14 CPOX	10014
15 CPOX	10015
16 CPOX	10016
17 CPOX	10017
18 CPOX	10018
19 CPOX	10019
20 CPOX	10020
21 CPOX	10021
22 CPOX	10022
23 CPOX	10023
24 CPOX	10024
25 CPOX	10025
26 CPOX	10026
27 CPOX	10027
28 CPOX	10028
29 CPOX	10029

121 Aluminum BethGon® II
Cars with the Following Car Marks
and Numbers:

1 CPOX	10457
2 CPOX	10458
3 CPOX	10459
4 CPOX	10460
5 CPOX	10495
6 CPOX	10496
7 CPOX	10497
8 CPOX	10498
9 CPOX	10499
10 CPOX	10500
11 CPOX	10501
12 CPOX	10502
13 CPOX	10503
14 CPOX	10504
15 CPOX	10505
16 CPOX	10506
17 CPOX	10507
18 CPOX	10508
19 CPOX	10509
20 CPOX	10510
21 CPOX	10511
22 CPOX	10512
23 CPOX	10513
24 CPOX	10514
25 CPOX	10515
26 CPOX	10516
27 CPOX	10517
28 CPOX	10518
29 CPOX	10519

30CPOX	10030	30 CPOX	10520
31CPOX	10031	31 CPOX	10521
32CPOX	10032	32 CPOX	10522
33CPOX	10033	33 CPOX	10523
34CPOX	10034	34 CPOX	10524
35CPOX	10035	35 CPOX	10525
36CPOX	10036	36 CPOX	10526
37CPOX	10037	37 CPOX	10527
38CPOX	10038	38 CPOX	10528
39CPOX	10039	39 CPOX	10529
40CPOX	10040	40 CPOX	10530
41CPOX	10041	41 CPOX	10531
42CPOX	10042	42 CPOX	10532
43CPOX	10043	43 CPOX	10533
44CPOX	10044	44 CPOX	10534
45CPOX	10045	45 CPOX	10535
46CPOX	10046	46 CPOX	10536
47CPOX	10047	47 CPOX	10537
48CPOX	10048	48 CPOX	10538
49CPOX	10049	49 CPOX	10539
50CPOX	10050	50 CPOX	10540
51CPOX	10051	51 CPOX	10541
52CPOX	10052	52 CPOX	10542
53CPOX	10053	53 CPOX	10543
54CPOX	10054	54 CPOX	10544
55CPOX	10055	55 CPOX	10545
56CPOX	10056	56 CPOX	10546
57CPOX	10057	57 CPOX	10547
58CPOX	10058	58 CPOX	10548
59CPOX	10059	59 CPOX	10549
60CPOX	10060	60 CPOX	10550
61CPOX	10061	61 CPOX	10551
62CPOX	10062	62 CPOX	10552
63CPOX	10063	63 CPOX	10553
64CPOX	10064	64 CPOX	10554
65CPOX	10065	65 CPOX	10555
66CPOX	10066	66 CPOX	10556
67CPOX	10067	67 CPOX	10557
68CPOX	10068	68 CPOX	10558
69CPOX	10069	69 CPOX	10559
70CPOX	10070	70 CPOX	10560
71CPOX	10071	71 CPOX	10561

72CPOX	10072	72 CPOX	10562
73CPOX	10073	73 CPOX	10563
74CPOX	10074	74 CPOX	10564
75CPOX	10075	75 CPOX	10565
76CPOX	10076	76 CPOX	10566
77CPOX	10077	77 CPOX	10567
78CPOX	10078	78 CPOX	10568
79CPOX	10079	79 CPOX	10569
80CPOX	10080	80 CPOX	10570
81CPOX	10081	81 CPOX	10571
82CPOX	10082	82 CPOX	10572
83CPOX	10083	83 CPOX	10573
84CPOX	10084	84 CPOX	10574
85CPOX	10085	85 CPOX	10575
86CPOX	10086	86 CPOX	10576
87CPOX	10087	87 CPOX	10577
88CPOX	10088	88 CPOX	10578
89CPOX	10089	89 CPOX	10579
90CPOX	10090	90 CPOX	10580
91CPOX	10091	91 CPOX	10581
92CPOX	10092	92 CPOX	10582
93CPOX	10093	93 CPOX	10583
94CPOX	10094	94 CPOX	10584
95CPOX	10095	95 CPOX	10585
96CPOX	10096	96 CPOX	10586
97CPOX	10097	97 CPOX	10587
98CPOX	10098	98 CPOX	10588
99CPOX	10099	99 CPOX	10589
100CPOX	10100	100 CPOX	10590
		101 CPOX	10591
		102 CPOX	10592
		103 CPOX	10593
		104 CPOX	10594
		105 CPOX	10595
		106 CPOX	10596
		107 CPOX	10597
		108 CPOX	10598
		109 CPOX	10599
		110 CPOX	10600
		111 CPOX	10601
		112 CPOX	10602
		113 CPOX	10603

114	CPOX	10604
115	CPOX	10605
116	CPOX	10606
117	CPOX	10607
118	CPOX	10608
119	CPOX	10609
120	CPOX	10610
121	CPOX	10611