

RECORDATION NO 30581-C

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December 28, 2012 02:44 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 Subleases, 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 "C" for the new Recordation No.

The names and addresses of the parties to the Memorandum of Assignment of Subleases 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 Subleases consists of 100 covered hopper cars numbered TILX 519023-519122, inclusive.

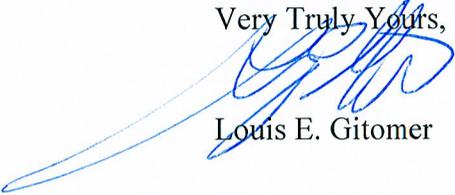
Ms. Cynthia T. Brown
December 28, 2012
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A fee of \$42.00 is enclosed. Please return one copy by email to:

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 Subleases 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 SUBLEASES

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 SUBLEASES

THIS MEMORANDUM OF ASSIGNMENT OF SUBLEASES is effective as of December 28, 2012, by and between **THE HUNTINGTON NATIONAL BANK** ("Assignee") and **BANC OF AMERICA LEASING & CAPITAL, LLC** (together with its successors and assigns, "Assignor"), with reference to the following:

Trinity Industries Leasing Company ("Lessee"), as lessee, and Assignor, as lessor, are parties to that certain Subleasing Consent and Amendment dated as of December 5, 2012 (as amended, the "Subleasing Consent and Amendment") whereby Lessee has pledged, assigned, transferred and granted to Assignor a continuing, first priority security interest in any and all Lease Agreements (as defined in the Subleasing Consent and Amendment) of the railcars described in Exhibit A hereto (the "Units"), together with all proceeds thereof, including proceeds in the form of goods, accounts, chattel paper, documents, instruments, general intangibles, investment property, deposit accounts, letter of credit rights and supporting obligations, and all books and records solely regarding the leasing or subleasing of the Units under the Agreement, the Schedules thereto and the Lease Agreements (each as defined in the Subleasing Consent and Amendment).

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 (i) that certain Rail Equipment Net Leasing Agreement dated as of December 5, 2012 and that certain Schedule No. 09006 dated as of the date hereof and (ii) the Lease Agreements (as defined in the Subleasing Consent and Amendment), in each case with respect to the Units.

[*signatures appear on next page*]

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

**BANC OF AMERICA LEASING &
CAPITAL, LLC,**
as Assignor

**THE HUNTINGTON NATIONAL
BANK,**
as Assignee

By: *[Signature]*
Name: *Stephanie Rogard*
Title: *AVP*

By: _____
Name: _____
Title: _____

STATE OF GEORGIA
COUNTY OF DEKALB
TO WIT:

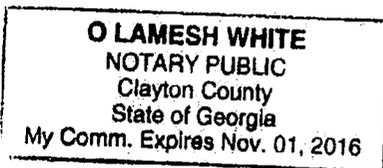
On this 14th day of December, 2012 before me appeared STEFFANIE RAGLAND, to me personally known, who being by me duly sworn, says that he is the AVP of BANC OF AMERICA LEASING & CAPITAL, LLC, that said instrument was signed on December 14, 2012 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

[Notarial Seal]

My commission expires:



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

**BANK OF AMERICA LEASING &
CAPITAL, LLC,
as Assignor**

**THE HUNTINGTON NATIONAL
BANK,
as Assignee**

By: _____
Name: _____
Title: _____

By: 
Name: Amy R. Phillips
Title: Assistant Vice President

STATE OF Ohio,
COUNTY OF Franklin,
TO WIT:

On this 20th day of December, 2012 before me appeared Amy Phillips, to me personally known, who being by me duly sworn, says that he is the Assistant Vice President of THE HUNTINGTON NATIONAL BANK, that said instrument was signed on Dec. 20, 2012 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



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

Jessica J. Gourash
Notary Public

My commission expires: 01/03/2016

EXHIBIT A
DESCRIPTION OF UNITS

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
TILX 519033
TILX 519034
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