RECORDATION NO. 20490-C
FILED June 28, 2013 03:45 PM
SURFACE TRANSPORTATION BOARD

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

LOUIS E. GITOMER
Lou@lgraillaw.com

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

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

June 28, 2013

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 efiling the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment of Lease, a secondary document, dated as of June 28, 2013. The primary document to which this is connected is recorded under Recordation No. 20490. We request that this document be recorded under Recordation No. 20490-C.

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

Assignor:

Banc of America Leasing & Capital, LLC
One Financial Plaza
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 termination in Memorandum of Assignment of Lease consists of one MK 1500D locomotive numbered PTRA 9611.

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 Lease between Banc of America Leasing & Capital, LLC, One Financial Plaza, Providence, RI 02903, and BB&T Equipment Finance Corporation, 600 Washington Avenue, Suite 201, Towson, MD 21204, covering one MK 1500D locomotive numbered PTRA 9611.

Very Truly Yours,

Louis E. Gitomer

Enclosure

RECORDATION NO. 20490-C
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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of June 28, 2013

between

BB&T EQUIPMENT FINANCE CORPORATION
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 June ____, 2013 at ____:____ __.m.

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of June 28, 2013, 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 successor to NationsBank of Texas, National Association the original Lessor, and Port Terminal Railroad Association, as Lessee, have heretofore executed that certain Master Equipment Lease Agreement dated as of January 1, 1996 (together with all amendments thereto), and, pursuant thereto, that certain Lease Supplement and Acceptance Certificate No. 7 dated September 22, 1996 (collectively, the "Lease"), pertaining to the locomotives described therein and further described on Exhibit No. 1 attached hereto (the "Locomotives").

A Memorandum of Lease Agreement was initially filed with the STB on January 14, 1997 under Recordation Number 20490 and was thereafter assigned to the current Assignor by Memoranda of Assignment and Assumption Agreements filed under STB Recordation Numbers 20490-A (April 28, 2004) and 20490-B (May 29, 2012).

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 Assignor has assigned to Assignee all of its rights and obligations under the Lease with respect to the Locomotives.

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 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:
Title:

BANC OF AMERICA LEASING & CAPITAL, LLC

By:_____
Name:
Title:

STATE OF MARYLAND)
) ss.
COUNTY OF BALTIMORE)

I HEREBY CERTIFY, that on this 27th day of June, 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.

Patricia J. Gillis

Notary Public
My commission expires: December 4, 2016

PATRICIA J. GILLIS
Notary Public-Maryland
Baltimore County

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:

BANC OF AMERICA LEASING & CAPITAL, LLC

By:_____
Name: Annemarie L. Warren
Title: Vice President

STATE OF Massachusetts)
) ss.
COUNTY OF Suffolk)

I HEREBY CERTIFY, that on this _____ day of June, 2013, before me, the undersigned, a Notary Public of the State of Massachusetts, personally appeared Annemarie L Warner who acknowledged himself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC., 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.

Carol Kilroy
Notary Public

My commission expires:

CAROL KILROY
NOTARY PUBLIC
COMMONWEALTH OF MASSACHUSETTS
MY COMMISSION EXPIRES 2-11-2016

EXHIBIT NO. 1
TO MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

DESCRIPTION OF LOCOMOTIVES

1996 MK Rail Corporation model MK 1500D, 1,500 Horsepower Diesel Electric Locomotive

Bearing Reporting Mark PTRA 9611.