

RECORDATION NO. 29331-D
FILED JULY 29, 2013 12:11 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

July 29, 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 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 July 26, 2013. The primary document to which this is connected is recorded under Recordation No. 29331. We request that this document be recorded under Recordation No. 29331-D.

The names and addresses of the parties to the Memorandum of Assignment of Subleases 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 Subleases consists of 136 hopper cars numbered SHPX 464607-464742, inclusive.

Ms. Cynthia T. Brown
July 29, 2013
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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, One Financial Plaza, Providence, RI 02903, and BB&T Equipment Finance Corporation, 600 Washington Avenue, Suite 201, Towson, MD 21204, covering 136 hopper cars numbered SHPX 464607-464742, inclusive.

Very Truly Yours,

Louis E. Gitomer

Enclosure

MEMORANDUM OF ASSIGNMENT OF SUBLEASES

dated as of July 26, 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 SUBLEASES

THIS MEMORANDUM OF ASSIGNMENT OF SUBLEASES is made and entered into as of July 26 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 Lessor, and American Railcar Leasing LLC, as Lessee, have heretofore executed that certain Rail Equipment Net Leasing Agreement dated as of June 30, 2010, and, pursuant thereto, that certain Schedule No. 001 dated June 30, 2010 (collectively, the "Lease"), pertaining to the railcars described therein and further described on Exhibit No. 1 attached hereto (the "Railcars").

Assignor and Lessee additionally entered into that certain Subleasing Consent and Assignment dated as of June 30, 2010 (the "Subleasing Consent") pursuant to which Lessee pledged, transferred and assigned to Assignor a first priority security interest in any and all subleases related to the Railcars (the "Subleases").

Assignor filed a Memorandum of Assignment of Subleases with the STB on June 30, 2010 under Recordation Number 29331-B to record Assignor's rights and interest in 181 railcars (a portion of which includes the Railcars) and Subleases pursuant to the Lease and Subleasing Consent.

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 and Subleasing Consent, but solely with respect to the Railcars and those particular Subleases related thereto.

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

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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.

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 Assignment of Subleases 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: *Annemarie L. Warren*
Name: **Annemarie L. Warren**
Title: **Vice President**

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 VP 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 VP of said company by signing the name of the company by himself as the Senior VP.

AS WITNESS my hand and notarial seal.

Re M. McKas
Notary Public

STATE OF Massachusetts)
COUNTY OF Suffolk) ss.

I HEREBY CERTIFY, that on this 27 day of June, 2013, before me, the undersigned, a Notary Public of the State of Massachusetts, personally appeared Annmarie L. Warren, 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.

Ellen F. Henry
Notary Public

My commission expires: February 3, 2017

**EXHIBIT NO. 1
TO MEMORANDUM OF ASSIGNMENT OF SUBLEASES
DESCRIPTION OF RAILCARS**

136 Hopper Cars bearing the following reporting marks:

SHPX 464607 – SHPX 464742 (inclusive).