

RECORDATION NO. 28225-C
FILED July 19, 2013 05:00
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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July 19, 2013

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Assignment of Lease, dated as of July 19, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 28255-A.

The name and address of the party to the enclosed document is:

Assignor: Banc of America Leasing & Capital, LLC
One Financial Plaza
Providence, RI 02903

Assignee: TD Equipment Finance, Inc.
2059 Springdale Road
Cherry Hill, NJ 08003

Section Chief
July 19, 2013
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A description of the railroad equipment covered by the enclosed document is:

54 railcars: PPEX 1199 – PPEX 1252, inclusive.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'E. M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of this 19th day of July, 2013, is made by BANC OF AMERICA LEASING & CAPITAL, LLC ("Assignor") and TD EQUIPMENT FINANCE, INC. (the "Assignee", and, together with the Assignor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Assignor and Assignee entered into that certain Assignment and Specification of Assigned Interest (the "Assignment") dated as of July 19, 2013 relating to the sale by Assignor to Assignee of fifty-four (54) railcars as more particularly described on Exhibit A attached hereto (the "Equipment") and the assignment by Assignor and assumption by Assignee of Assignor's right, title and interest in, and obligations under that certain Schedule to Rail Equipment Net Leasing Agreement (Schedule Number 002), dated as of December 27, 2009 ("Schedule 002"), between Empire District Electric Company, as lessee ("Lessee") and Assignor, as lessor, which incorporates therein by reference the terms and conditions of the Rail Equipment Net Leasing Agreement, dated as of September 17, 2009, between Assignor and Lessee (together with all of the riders, schedules and other attachments solely related to Schedule 002, collectively, the "Lease").

WHEREAS, the Equipment is subject to the Lease.

WHEREAS, a Memorandum of Lease dated as of December 21, 2009 with respect to the Lease was filed with the Surface Transportation Board (the "STB") on December 30, 2009 as STB Recordation No. 28255-A.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Assignor of its right, title and interest in, and obligations under, the Lease to Assignee, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Assignor hereby confirms the sale of the Equipment to Assignee and the assignment to Assignee of Assignor's right, title and interest in, and obligations under, the Lease in accordance with the terms and conditions of the Assignment, and the Assignee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

[Signature Page Follows]

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC
Assignor

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

STATE OF Massachusetts)
COUNTY OF Suffolk) SS.:

On this ___ day of June, 2013, before me personally appeared Annemarie L. Warren, to me personally known, who, by me being duly sworn, says that he/she is Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, that the foregoing instrument was signed on behalf of said company, by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Ellen F. Henry
Notary Public

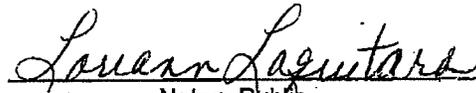
My commission expires: February 3, 2017

TD EQUIPMENT FINANCE, INC.
Assignee

By: 
Name: Gina T. Weismann
Title: President

STATE OF New Jersey)
COUNTY OF Camden) SS.:

On this 28th day of June, 2013, before me personally appeared Gina Weismann, to me personally known, who, by me being duly sworn, says that he/she is Vice President of TD EQUIPMENT FINANCE, INC., that the foregoing instrument was signed on behalf of said company, by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Notary Public
LOUANN LAQUITARO
NOTARY PUBLIC
STATE OF NEW JERSEY
MY COMMISSION EXPIRES OCTOBER 3, 2015

My commission expires:

EXHIBIT A

Fifty-Four (54) BethGon II Railcars bearing the following marks and numbers (inclusive):

PPEX 1199-1252

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/19/2013

Edward M Luria

Edward M. Luria