Davis Wright Tremaine LLP

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WATER RECORDATION NO. W163
FILED JULY, 6, 2015 5:16 PM
SURFACE TRANSPORTATION BOAI

July 6, 2015

VIA ELECTRONIC FILING

Chief Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20024

Re: Recordation of Documents – Watercraft
Lessor: Banc of America Leasing & Capital LLC
Lessee: The City of San Diego
Memorandum of Lease Agreement
Fire/Rescue "MARINE 3", Hull No. 201

Dear Section Chief:

Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is a Memorandum of Lease Agreement dated as of July 6, 2015, a primary document as defined in the Board's Rules for Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the Memorandum of Installment Purchase Agreement are:

Seller: Bank of America Leasing & Capital LLC
555 California Street, 4th Floor
MC: CA5-705-04-01
San Francisco, CA 94104

Purchaser: The City of San Diego
Attn: EVFP Coordinator
Debt Management Department
202 C Street, MS 7B
San Diego, CA 92101

A description of the equipment covered by the Memorandum of Lease Agreement consists of:

One non-documented 2015 Hike Metal Products Ltd. built fire/rescue vessel with 42 ft. 9 in. length, 5 ft. 10 in. depth and 13

Anchorage Bellevue Los Angeles New York Portland San Francisco Seattle Shanghai Washington, D.C.

www.dwt.com

13 ft. 9 in. breadth known as "MARINE 3", with Hull No. 201 and hailing port of Mission Bay, California.

A recording fee of $43.00 is being remitted. Please return recorded document to:

Richard J. Schroeder
Davis Wright Tremaine LLP
1201 3rd Avenue, Suite 2200
Seattle, WA 98101

A short summary of the document to appear in the index as follows:

Primary Document: Memorandum of Lease Agreement dated as of July 6, 2015, between Bank of America Leasing & Capital LLC, as Lessor, and the City of San Diego, as Lessee, covering one non-documented 2015 Hike Metal Products Ltd. built fire/rescue vessel known as "MARINE 3", with Hull No. 201 and hailing port of Mission Bay, California.

The document does not contain a hereafter acquired clause.

Very truly yours,

Davis Wright Tremaine LLP

Richard J. Schroeder

Enclosure

Davis Wright Tremaine LLP

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July 6, 2015

VIA FEDERAL EXPRESS

Chief, Section of Administration
Office of Proceedings
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395 E Street SW
Washington, DC 20024

Re: Recordation of Documents – Watercraft
Lessor: Banc of America Leasing & Capital LLC
Lessee: The City of San Diego
Memorandum of Lease Agreement
Fire/Rescue "MARINE 3", Hull No. 201

Dear Section Chief:

Enclosed please find a check in the amount of $43.00 to cover the E-Filing Recordation for the Recordation of Documents – Watercraft, **Memorandum of Lease Agreement** dated as of July 6, 2015. A copy of the face page is enclosed for your reference.

Please return the originals to:

Richard J. Schroeder
Davis Wright Tremaine LLP
1201 3rd Avenue, Suite 2200
Seattle, WA 98101

Very truly yours,

Davis Wright Tremaine LLP

Richard J. Schroeder

Enclosures

DWT 27262142v1 0084757-000098

WATER RECORDATION NO. W163
FILED JULY, 6, 2015 5:16 PM
SURFACE TRANSPORTATION BOAI

MEMORANDUM OF LEASE AGREEMENT
(Appendix No. BA 2014-22)
Contract No. SD-O-20332

Dated as of July 6, 2015

between

BANC OF AMERICA PUBLIC CAPITAL CORP,
Lessor

and

THE CITY OF SAN DIEGO
a political subdivision of the State of California

Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2015, at ____:____ ___.M
Watercraft Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT, dated as of July 6, 2015 is made by and between THE CITY OF SAN DIEGO, a political subdivision of the State of California ("Lessee"), and BANC OF AMERICA PUBLIC CAPITAL CORP, a Kansas corporation ("Lessor").

WITNESSETH

1. Pursuant to a Master Lease Agreement dated February 5, 2014, together with Appendix No. BA 2014-22, Contract No. SD-O-20332, dated July 6, 2015, thereto, and the Vessel Addendum, dated July 6, 2015 (collectively, the "Lease Purchase Agreement"), between Lessor and Lessee, Lessee has pledged to Lessor the non-documented fire/rescue vessel manufactured by Hike Metal Products Ltd., named "MARINE 3," with Hull No. 201, as set forth on Exhibit A attached hereto.

2. The Lease Purchase Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Term as defined in the Lease Purchase Agreement.

3. The Lease Purchase Agreement is not made under Chapter 313 of Title 46 U.S. Code.

4. The Lease Purchase Agreement does not contain a "hereafter acquired" clause.

5. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease Agreement to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor:

BANC OF AMERICA PUBLIC CAPITAL CORP

By:_____
Name: Terri J. Preston
Title: Authorized Agent

STATE OF Maryland

COUNTY OF Baltimore

BEFORE ME, the undersigned authority in and for the State and County aforesaid, personally came and appeared: Terri J. Preston, to me known, who, being by me duly sworn, did depose and state that s/he is the Authorized Agent of Banc of America Public Capital Corp, a Kansas corporation, which is described in and which executed the foregoing Memorandum of Lease Agreement as Lessor; that s/he signed her/his name thereto by order of the members of said corporation; and s/he acknowledged the within instrument to be the free act and deed of the said corporation, and of her/himself as such officer thereof, for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3 day of July, 2015.

_____
NOTARY PUBLIC
My commission Expires: 8/1/18

ARLENE SOBIECK
Notary Public
Baltimore Co., MD
My Comm. Exps. 8/1/18

[Lessor signature page-STB]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease Agreement to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessee:

THE CITY OF SAN DIEGO

By: Mary Lewis
Name: Mary Lewis
Title: Chief Financial Officer

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA

COUNTY OF San Diego

On this 1 day of June, 2015, before me, Linda D Irvin, Notary personally appeared Mary Lewis, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instruction 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.

Linda D. Irvin
[Notary Signature]

LINDA D IRVIN
Commission # 1947441
Notary Public - California
San Diego County
My Comm. Expires Aug 8, 2015

(seal)

[Lessee signature page-STB]

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA

COUNTY OF SAN DIEGO

On July 1, 2015, before me, Linda D. Irvin, Notary Public in and for said State, personally appeared Mary Lewis, 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 forgoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Linda D. Irvin
Linda D. Irvin, Notary Public

LINDA D. IRVIN
Commission # 1947441
Notary Public - California
San Diego County
My Comm. Expires Aug 8, 2015

Commission # 1947441 Exp 8/8/2015

EXHIBIT A
TO MEMORANDUM OF LEASE AGREEMENT APPENDIX No. BA 2014-22
DATED AS OF JULY 6, 2015

Vessel subject to Master Lease Agreement dated February 5, 2014, together with Appendix No. BA 2014-22, Contract No. SD-O-20332, dated July 6, 2015, thereto, and the Vessel Addendum, dated July 6, 2015, between Banc of America Public Capital Corp, as Lessor, and The City of San Diego, a political subdivision of the State of California, as Lessee.

2015 (year) built fire/rescue vessel manufactured by Hike Metal Products Ltd., with 42 ft. 9 in. length, 5 ft. 10 in. molded depth, and 13 ft. 9 in. breadth, known as "MARINE 3," with Hull No. 201, and hailing port of Mission Bay, California.

And all equipment located onboard or used in connection with the above described vessel, the whole of the vessel, together with her machinery, masts, spars, riggings, anchors, cable, chains, tackle, tools, apparel, fittings, spare parts, and all other appurtenances thereunto appertaining or belonging, whether now owned or hereafter acquired, whether on board or not, and all additions, renewals and replacements hereafter made in or to the vessel, and proceeds thereof.