

LAW OFFICES OF
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September 30, 2016

MELANIE B. YASBIN
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410-296-2205

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 Lease, a secondary document, dated as of September 30, 2016. The primary document to which this is connected is recorded under Recordation No. "New". We request that this document be recorded under Recordation No. New-A.

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

Assignor:

Banc of America Leasing & Capital, LLC
11333 McCormick Road
Hunt Valley, MD 21031

Assignee:

The Huntington National Bank
105 East Fourth Street, Suite 120
Cincinnati, OH 45202

A description of the equipment covered by the Memorandum of Assignment of Lease Agreement consists of 27 tank cars numbered DOWX 080617, OCAX 080627, 080628, 080629, 080635, 080638, 080647, 080656, 080659, 080679, DOWX 080685, OCAX 080698, 080700, 080702, 080704, 080705, 080707, DOWX 080719, OCAX 080720, 080723, 080724, 080733, 080742, 080743, 080744, 082024, and 082033 (formerly numbered DOWX 080617, 080627, 080628, 080629, 080635, 080638, 080647, 080656, 080659, 080679, 080685, 080698, 080700, 080702, 080704, 080705, 080707, 080719, 080720, 080723, 080724, 080733, 080742, 080743, 080744, 082024, and 082033, respectively).

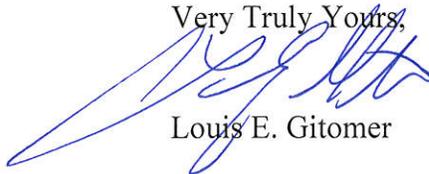
Ms. Cynthia T. Brown
September 30, 2016
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A fee of \$45.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Assignment of Lease Agreement between Banc of America Leasing & Capital, LLC, 11333 McCormick Road, Hunt Valley, MD 21031, and The Huntington National Bank, 105 East Fourth Street, Suite 120, Cincinnati, OH 45202, covering 27 tank cars numbered DOWX 080617, OCAX 080627, 080628, 080629, 080635, 080638, 080647, 080656, 080659, 080679, DOWX 080685, OCAX 080698, 080700, 080702, 080704, 080705, 080707, DOWX 080719, OCAX 080720, 080723, 080724, 080733, 080742, 080743, 080744, 082024, and 082033 (formerly numbered DOWX 080617, 080627, 080628, 080629, 080635, 080638, 080647, 080656, 080659, 080679, 080685, 080698, 080700, 080702, 080704, 080705, 080707, 080719, 080720, 080723, 080724, 080733, 080742, 080743, 080744, 082024, and 082033, respectively).

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of September 30, 2016

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 September ____, 2016 at ____:____.m.

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of September 30, 2016 by and between THE HUNTINGTON NATIONAL BANK (the "Assignee") and BANC OF AMERICA LEASING & CAPITAL, LLC (the "Assignor"), with reference to the following:

Assignor, as lessor, and Blue Cube Operations LLC, as lessee, have heretofore executed that certain Rail Equipment Net Leasing Agreement No. 31877-90000 dated September 30, 2016, and, pursuant thereto, that certain Schedule No. 008 dated September 30, 2016 (collectively, the "Lease"), pertaining to the railcars set forth therein and further described on Exhibit No. 1 attached hereto (the "Railcars").

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 (a) Assignor has assigned to Assignee all of Assignor's rights and obligations under the Lease and Assignee has assumed from Assignor all of Assignor's rights and obligations under the Lease, in each case, solely with respect to the assigned Railcars, and (b) Assignor has sold the assigned Railcars to Assignee.

Assignor filed a Memorandum of Lease with the STB on September 30, 2016 with respect to the Railcars which is awaiting a Recordation Number. 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 relates only to the sale by Assignor to Assignee of the assigned Railcars described herein and the assignment by Assignor to Assignee of the Lease solely as it pertains to such Railcars.

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.

THE HUNTINGTON NATIONAL BANK

By: Stephanie Madole
Name: Stephanie Madole
Title: Sales Coordinator

BANC OF AMERICA LEASING & CAPITAL,
LLC

By: _____
Name:
Title:

STATE OF Ohio)
) ss.
COUNTY OF Hamilton)

I HEREBY CERTIFY, that on this 29th day of September, 2016, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Stephanie MUDOLE, who acknowledged himself/herself to be the Sales Coordinator of THE HUNTINGTON NATIONAL BANK, known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he/she executed the same for the purposes therein contained as the duly authorized Sales Coordinator of said national banking association by signing the name of the association by himself/herself as the Sales Coordinator.

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires: N/A.


ALEXANDRA DRESSMAN
Attorney at Law
Notary Public, State of Ohio
My Comm. has no Expiration Date
Section 147.03 O.R.C.

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.

THE HUNTINGTON NATIONAL BANK

By: _____
Name:
Title:

BANC OF AMERICA LEASING & CAPITAL,
LLC

By: Steffanie Ragland
Name: Steffanie Ragland
Title: Vice President

STATE OF GEORGIA

)

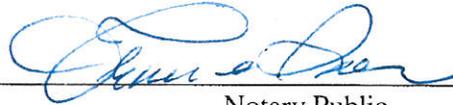
) ss.

COUNTY OF DEKALB

)

I HEREBY CERTIFY, that on this 29th day of Sept, 2014, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared Stephanie Ragland, who acknowledged herself 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 she 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 herself as the Vice President.

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires: Aug 30, 2019.

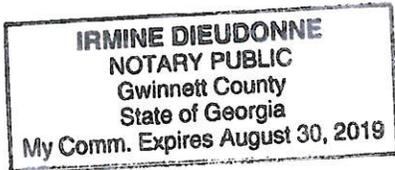


EXHIBIT NO. 1
TO MEMORANDUM OF ASSIGNMENT OF LEASE
DESCRIPTION OF RAILCARS

	Old Car Mark	New Car Mark	Year Built
1	DOWX080617	DOWX080617	1998
2	DOWX080627	OCAX080627	1998
3	DOWX080628	OCAX080628	1998
4	DOWX080629	OCAX080629	1998
5	DOWX080635	OCAX080635	1998
6	DOWX080638	OCAX080638	1998
7	DOWX080647	OCAX080647	1998
8	DOWX080656	OCAX080656	1998
9	DOWX080659	OCAX080659	1998
10	DOWX080679	OCAX080679	1998
11	DOWX080685	DOWX080685	1998
12	DOWX080698	OCAX080698	1998
13	DOWX080700	OCAX080700	1998
14	DOWX080702	OCAX080702	1998
15	DOWX080704	OCAX080704	1998
16	DOWX080705	OCAX080705	1998
17	DOWX080707	OCAX080707	1998
18	DOWX080719	DOWX080719	1998
19	DOWX080720	OCAX080720	1998
20	DOWX080723	OCAX080723	1998
21	DOWX080724	OCAX080724	1998
22	DOWX080733	OCAX080733	1998
23	DOWX080742	OCAX080742	1998
24	DOWX080743	OCAX080743	1998
25	DOWX080744	OCAX080744	1998
26	DOWX082024	OCAX082024	1998
27	DOWX082033	OCAX082033	1998