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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

October 30, 2014

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 two (2) copies of a Memorandum of Assignment, dated as of October 29, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 31430.

The names and addresses of the parties to the enclosed document are:

Assignor: Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4th Floor
Atlanta, GA 30084

Assignee: The Huntington National Bank
105 East Fourth Street, Suite 200C
Cincinnati, Ohio 45202

A description of the railroad equipment covered by the enclosed document is:

20 railcars: ESCX 1 – ESCX 20, inclusive.

Section Chief
October 30, 2014
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A short summary of the document to appear in the index is:

Memorandum of Assignment.

Also enclosed is a check in the amount of \$43.00 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,


for

Edward M. Luria

EML/cem
Enclosures

MEMORANDUM OF ASSIGNMENT

THIS MEMORANDUM OF ASSIGNMENT, dated as of the 29th day of October, 2014 is made by Banc of America Leasing & Capital, LLC, a Delaware limited liability company with an address of 2059 Northlake Parkway, 4th Floor, Atlanta, 30084 ("Assignor") and THE HUNTINGTON NATIONAL BANK, a national banking association (corporation) with an address at 105 East Fourth Street, Suite 200C, Ohio 45202 (the "Assignee").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Assignor and Assignee entered into that certain Assignment and Specification of Assigned Lease Schedule (the "Assignment") dated as of the date hereof;

WHEREAS, under the Assignment, Assignor assigned and Assignee assumed all of Assignor's present and future rights, obligations, and interest in, to and under that certain Lease Schedule No. 062 dated as of October 8, 2014 between Banc of America Leasing & Capital, LLC as Lessor and Heritage Environmental Services, LLC and Heritage Transport, I LLC, jointly, severally and collectively, as Lessee (the "Schedule"), entered into pursuant to that certain Master Lease Agreement No. 46219-90000 dated as of July 23, 2008 by and between Lessor and Lessee (the "Lease") relating to Twenty (20) railcars (the "Equipment") as more completely described on Schedule A attached hereto and made a part hereof, as described in a Memorandum of Master Lease Agreement, dated as of October 8, 2014 filed with the Surface Transportation Board on October 17, 2014 and assigned Recordation No. 31430 US STB.

WHEREAS, Assignor and Assignee desire to show for the public record the existence of the aforesaid Assignment, and their respective interests therein and accordingly, Assignor and Assignee here 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, Assignor and Assignee hereby confirm and agree that Assignor has assigned to Assignee all right, title and interest of Assignor in, to and under the Schedule (and the Lease but only as incorporated by reference in the Schedule) and the Equipment subject thereto, as described on Schedule A hereto, and Assignee has accepted such assignment and has assumed the obligations thereunder as provided in the Assignment.

The terms and provisions of the Assignment and the Schedule are more particularly set forth in the Assignment and Schedule referenced above.

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

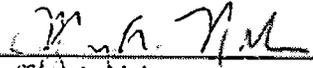
[Signature Page follows]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment to be executed as of the day and year first above written.

Assignor:
BANC AMERICA LEASING & CAPITAL,
LLC

By: 
Name: General R. K. Kline
Title: General

Assignee:
THE HUNTINGTON NATIONAL BANK

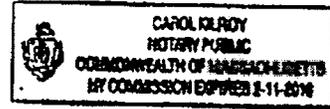
By: 
Name: Jeffrey A. Nelsen
Title: Assistant Vice President

ACKNOWLEDGMENT

COMMONWEALTH OF MASSACHUSETTS
Suffolk County

On this 29th day of October, 2014, before me, the undersigned notary public, personally appeared Annemarie L. Warren, personally known to me, as Vice President for Banc of America Leasing & Capital, LLC, a Delaware limited liability company to be the person whose name is signed on the preceding or attached document, and acknowledged to me that she signed it voluntarily for its stated purpose.

Carol Kuroy (official signature and seal of notary)



STATE/COMMONWEALTH OF _____

COUNTY OF _____

On this ___ day of _____, 200__, before me, the undersigned notary public, personally appeared [name of signatory], [provided to me through satisfactory evidence which were _____/personally known to me], (as [title] for [name of entity], a [type of entity]) to be the person whose name is signed on the preceding document, and acknowledged to me that (s)he signed it voluntarily for its stated purpose.

(official signature and seal of notary)

ACKNOWLEDGMENT

COMMONWEALTH OF MASSACHUSETTS
Suffolk County

On this 22nd day of October, 2014, before me, the undersigned notary public, personally appeared Annemarie L. Warren, personally known to me, as Vice President for Banc of America Leasing & Capital, LLC, a Delaware limited liability company to be the person whose name is signed on the preceding or attached document, and acknowledged to me that she signed it voluntarily for its stated purpose.

_____ (official signature and seal of notary)

STATE OF OHIO

COUNTY OF FRANKLIN) ss.
)

On this ~~29~~ day of October, 2014, before me, the undersigned notary public, personally appeared Jeffrey A. Nelsen, personally known to me, as Assistant Vice President for The Huntington National Bank, a national banking association to be the person whose name is signed on the preceding document, and acknowledged to me that he signed it voluntarily for its stated purpose.




JESSICA J. GOURASH (official signature and seal of notary)
Notary Public, State of Ohio
My Comm. Expires 01/03/2016

SCHEDULE A

Equipment Description

(20) RAILCARS MORE FULLY DESCRIBED AS FOLLOWS:

AAR Mechanical Designation	LF
AAR Car Type Code	L006
AAR Equipment Diagram	Plate B
Builder	Berwick, Johnstown
Date Built	1993
Nominal Capacity, Tons	158
Gross Rail Load	386,000 lbs
Brake Valve Type	ABD/ADBX
Empty/ Load Device Equipped	Yes
Length Over Strikers	88' 4"
Extreme Width	9' - 4"
Extreme Height	4' - 7"
End of Car Cushion	Keystone E106B
Truck Type	Ride Control SS

Car Reporting Marks and Car Numbers

ESCX 1
ESCX 2
ESCX 3
ESCX 4
ESCX 5
ESCX 6
ESCX 7
ESCX 8
ESCX 9
ESCX 10
ESCX 11
ESCX 12
ESCX 13
ESCX 14
ESCX 15
ESCX 16
ESCX 17
ESCX 18
ESCX 19
ESCX 20

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: 10/30/14

Edward M Luria
Edward M. Luria