

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

LOUIS E. GITOMER
Lou@lgraillaw.com

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

MELANIE B. YASBIN
Melanie@lgraillaw.com
410-296-2225

December 30, 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 efileing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment, a secondary document, dated as of December 30, 2013. The primary document to which this is connected is recorded under Recordation No. 31020. We request that this document be recorded under Recordation No. 31020-A.

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

Assignor:

Banc of America Leasing and Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Assignee:

ALF P-II
c/o RESIDCO
70 West Madison Street, Suite 2340
Chicago, IL 60602

A description of the equipment covered by the Memorandum of Assignment consists of 50 gondola cars numbered MLMX 398-405, inclusive, 407, 408, 410, 411, 413, 415-424, inclusive, 427, 428, 430-438, inclusive, 440-444, inclusive, 446-452, inclusive, 4540457, inclusive.

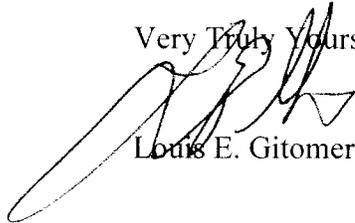
Ms. Cynthia T. Brown
December 30, 2013
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A fee of \$44.00 is enclosed. Please return one copy by email to:

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 between Banc of America Leasing and Capital, LLC, 2059 Northlake Parkway, 4 South Tucker, GA 30084, and ALF P-II, c/o RESIDCO, 70 West Madison Street, Suite 2340, covering 50 gondola cars numbered MLMX 398-405, inclusive, 407, 408, 410, 411, 413, 415-424, inclusive, 427, 428, 430-438, inclusive, 440-444, inclusive, 446-452, inclusive, 4540457, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'Louis E. Gitomer', is written over the typed name below.

Louis E. Gitomer

Enclosure

MEMORANDUM OF ASSIGNMENT

THIS MEMORANDUM OF ASSIGNMENT, dated as of the 30th day of December, 2013 is made by Banc of America Leasing & Capital, LLC, a Delaware limited liability company with an address of 2059 Northlake Parkway, 4th Floor, Atlanta, GA 30084 (“Assignor”) and ALF P-II, Inc. an Illinois corporation with an address at c/o RESIDCO, 70 W Madison Street, Suite 2340, Chicago, IL 60602 (“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. 053 dated as of December 16, 2013 between Banc of America Leasing & Capital, LLC as Lessor and Metal Management Midwest, Inc as Lessee (the “Schedule”), entered into pursuant to that certain Master Lease Agreement No. 17403-90000 dated as of June 23, 2011 by and between Banc of America Leasing & Capital, LLC as Lessor and Sims Group USA Holdings Corporation as Lessee (the “Lease”) relating to Fifty (50) 4,000 Cubic Foot Capacity Steel Body High Side Gondola Rail Cars With A Flat Bottom (the “Equipment”) as more completely described on Schedule A attached hereto and made a part hereof, as described in a Memorandum of Lease Agreement, dated as of 12-27-13 filed with the Surface Transportation Board on 12-27-13 and assigned Recordation No. 31020 - US STB filing;

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.

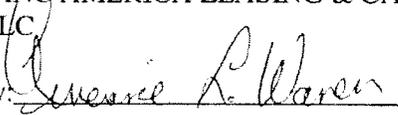
The terms and provisions of the Assignment and the Schedule are more particularly set forth in the Assignment and Schedule referenced above.

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.

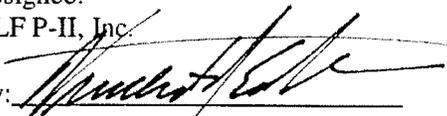
Assignor:
BANC AMERICA LEASING & CAPITAL,
LLC

By: 

Name: Annemarie L. Warren

Title: Vice President

Assignee:
ALF P-II, Inc.

By: 

Name: Vincent A. Kolber

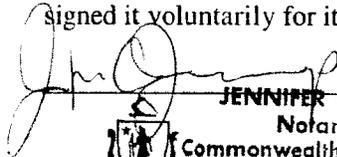
Title: President

ACKNOWLEDGMENT

COMMONWEALTH OF MASSACHUSETTS

Suffolk County

On this 27th day of December, 2013, before me, the undersigned notary public, personally appeared Anne Marie 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 (s)he signed it voluntarily for its stated purpose.

 (official signature and seal of notary)
JENNIFER C. JENNINGS
Notary Public
Commonwealth of Massachusetts
My Commission Expires
March 16, 2018

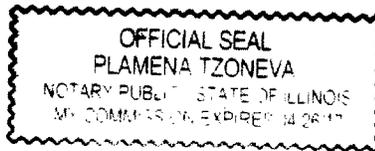
STATE OF ILLINOIS)

COUNTY OF Cook)

) ss.
)

On this 24th day of December, 2013, before me, the undersigned notary public, personally appeared Vincent A. Kolwer, personally known to me, as President for ALF P-II, Inc., an Illinois corporation, 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)



SCHEDULE A

Equipment Description

FIFTY (50) 4,000 CUBIC FOOT CAPACITY STEEL BODY HIGH SIDE GONDOLA RAIL CARS WITH A FLAT BOTTO
AND A 46' 11" IL, 53' 1" EL 10' 8" EW, 12' 8" EH WITH A 263,000 LB. GROSS RAIL LOAD, AS FOLLOWS:

<u>OLD NUMBER</u>	<u>NEW NUMBER</u>
GBRX95117	MLMX398
GBRX95118	MLMX399
GBRX95119	MLMX400
GBRX95122	MLMX401
GBRX95123	MLMX402
GBRX95125	MLMX403
GBRX95126	MLMX404
GBRX95128	MLMX405
GBRX95130	MLMX407
GBRX95131	MLMX408
GBRX95134	MLMX410
GBRX95135	MLMX411
GBRX95138	MLMX413
GBRX95140	MLMX415
GBRX95141	MLMX416
GBRX95143	MLMX417
GBRX95144	MLMX418
GBRX95148	MLMX419
GBRX95150	MLMX420
GBRX95151	MLMX421
GBRX95152	MLMX422
GBRX95153	MLMX423
GBRX95154	MLMX424
GBRX95158	MLMX427
GBRX95160	MLMX428
GBRX95162	MLMX430
GBRX95164	MLMX431
GBRX95166	MLMX432
GBRX95167	MLMX433
GBRX95168	MLMX434
GBRX95173	MLMX435
GBRX95176	MLMX436
GBRX95181	MLMX437
GBRX95184	MLMX438
GBRX95187	MLMX440
GBRX95189	MLMX441
GBRX95190	MLMX442
GBRX95195	MLMX443
GBRX95198	MLMX444
GBRX95204	MLMX446
GBRX95205	MLMX447

GBRX95206	MLMX448
GBRX95207	MLMX449
GBRX95209	MLMX450
GBRX95212	MLMX451
GBRX95213	MLMX452
GBRX95218	MLMX454
GBRX95220	MLMX455
GBRX95221	MLMX456
GBRX95223	MLMX457