

RECORDATION NO. 31694-A
FILED APRIL 30, 2015 12:22 PM
SURFACE TRANSPORTATION BOARD
LAW OFFICES OF
LOUIS E. GITOMER, LLC.

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April 30, 2015

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 April 30, 2015. The primary document to which this is connected is recorded under Recordation No. 31694. We request that this document be recorded under Recordation No. 31694-A

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

Assignor:

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

Assignor:

BB&T Equipment Finance Corporation
600 Washington Avenue, Suite 201
Towson, MD 21204

A description of the equipment covered by the Memorandum of Assignment of Lease consists of 193 rail cars numbered WWUX 25407-25599, inclusive.

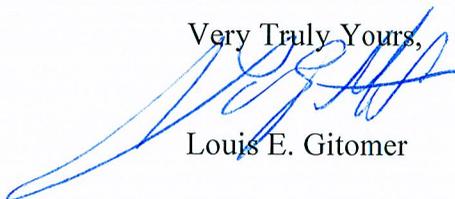
Ms. Cynthia T. Brown
April 30, 2015
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A fee of \$43.00 is enclosed. Please return one copy by email to:

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

A short summary of the document to appear in the index follows: a Memorandum of Assignment of Lease between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and BB&T Equipment Finance Corporation, 600 Washington Avenue, Suite 201, Towson, MD 21204, covering 193 rail cars numbered WWUX 25407-25599, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of April 30, 2015

between

BB&T EQUIPMENT FINANCE CORPORATION

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 April ____, 2015 at ____:____.m.

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of April 30, 2015, by and between BB&T EQUIPMENT FINANCE CORPORATION (the "Assignee") and BANC OF AMERICA LEASING & CAPITAL, LLC (the "Assignor"), with reference to the following:

Assignor, as lessor, and UNIMIN CORPORATION, as lessee, have heretofore executed that certain Rail Equipment Net Leasing Agreement dated as of April 28, 2011, and, pursuant thereto, that certain Schedule No. 011 dated April 24, 2015 (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 April 29, 2008 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 April __, 2015 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.

BB&T EQUIPMENT FINANCE CORPORATION

By: 
Name: _____
Title: **STEPHEN GRAY**
Senior Vice President

BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____
Name:
Title:

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.

BB&T EQUIPMENT FINANCE CORPORATION

By: _____
Name:
Title:

BANC OF AMERICA LEASING & CAPITAL, LLC

By: *Guinevere R. Warren*
Name: ~~Guinevere R. Warren~~
Title: ~~Vice President~~

STATE OF Maryland)
COUNTY OF Baltimore) ss.

I HEREBY CERTIFY, that on this 29th day of April, 2015, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Stephen Gray, who acknowledged himself to be the Senior Vice President of BB&T EQUIPMENT FINANCE CORPORATION, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Senior Vice President of said company by signing the name of the company by himself as the Senior Vice President.

AS WITNESS my hand and notarial seal.

Regina M. McManus
Notary Public

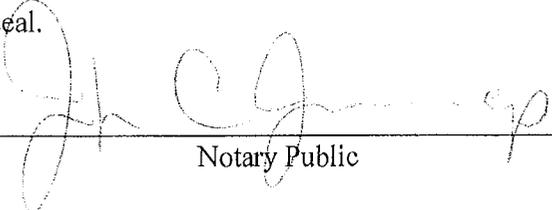
My commission expires: 10/15/16.

REGINA M. MCMANUS
NOTARY PUBLIC
BALTIMORE COUNTY

COMMONWEALTH OF MASSACHUSETTS)
) ss.
COUNTY OF SUFFOLK)

I HEREBY CERTIFY, that on this 29th day of April, 2015, before me, the undersigned, a Notary Public of the Commonwealth of Massachusetts, personally appeared Annemarie L. Warren, 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: _____.

 **JENNIFER C. JENNINGS**
Notary Public
Commonwealth of Massachusetts
My Commission Expires
March 16, 2018

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT
DESCRIPTION OF UNITS

Asset Mark

Unit Type

WWUX-25407 through WWUX-25599, inclusive

3258 CF Covered Hopper Cars