

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 38 tank cars numbered OCAX 004037, 004038, 004060, 004061, 004062, 004064, 004066, 004067, 004069, 004070, 004071, 004073, 004074, 004075, 004076, 004077, 004078, 004079, 004082, 004083, 004084, 004087, 004088, 004089, 004090, 004091, 004092, 004093, 004094, 004095, 004097, 004098, 004099, 004101, 004102, 004104, 004106, and 004107 (formerly numbered DCLX 004037, 4038, 004060, 004061, 004062, 004064, 004066, 004067, 004069, 004070, 004071, 004073, 004074, 004075, 004076, 004077, 004078, 004079, 004082, 004083, 004084, 004087, 004088, 004089, 004090, 004091, 004092, 004093, 004094, 004095, 004097, 004098, 004099, 004101, 004102, 004104, 004106, and 004107, respectively).

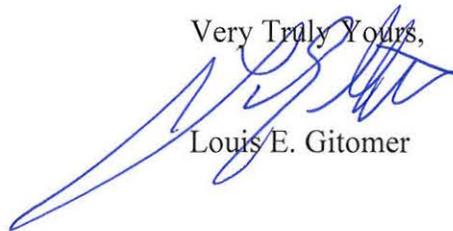
Ms. Cynthia T. Brown
September 30, 2016
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A fee of \$45.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgrailaw.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 38 tank cars numbered OCAX 004037, 004038, 004060, 004061, 004062, 004064, 004066, 004067, 004069, 004070, 004071, 004073, 004074, 004075, 004076, 004077, 004078, 004079, 004082, 004083, 004084, 004087, 004088, 004089, 004090, 004091, 004092, 004093, 004094, 004095, 004097, 004098, 004099, 004101, 004102, 004104, 004106, and 004107 (formerly numbered DCLX 004037, 4038, 004060, 004061, 004062, 004064, 004066, 004067, 004069, 004070, 004071, 004073, 004074, 004075, 004076, 004077, 004078, 004079, 004082, 004083, 004084, 004087, 004088, 004089, 004090, 004091, 004092, 004093, 004094, 004095, 004097, 004098, 004099, 004101, 004102, 004104, 004106, and 004107, 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. 005 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 McDole
Name: Stephanie McDole
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 Moore, 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.

Alexandra Dressman
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 29 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.

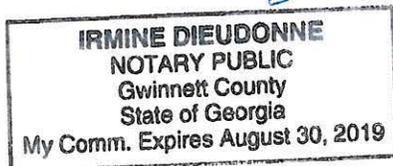


EXHIBIT NO. 1
 TO MEMORANDUM OF ASSIGNMENT OF LEASE
 DESCRIPTION OF RAILCARS

	Old Car Mark	New Car Mark	Year Built
1	DCLX004037	OCAX004037	1998
2	DCLX004038	OCAX004038	1998
3	DCLX004060	OCAX004060	1998
4	DCLX004061	OCAX004061	1998
5	DCLX004062	OCAX004062	1998
6	DCLX004064	OCAX004064	1998
7	DCLX004066	OCAX004066	1998
8	DCLX004067	OCAX004067	1998
9	DCLX004069	OCAX004069	1998
10	DCLX004070	OCAX004070	1998
11	DCLX004071	OCAX004071	1998
12	DCLX004073	OCAX004073	1998
13	DCLX004074	OCAX004074	1998
14	DCLX004075	OCAX004075	1998
15	DCLX004076	OCAX004076	1998
16	DCLX004077	OCAX004077	1998
17	DCLX004078	OCAX004078	1998
18	DCLX004079	OCAX004079	1998
19	DCLX004082	OCAX004082	1998
20	DCLX004083	OCAX004083	1998
21	DCLX004084	OCAX004084	1998
22	DCLX004087	OCAX004087	1998
23	DCLX004088	OCAX004088	1998
24	DCLX004089	OCAX004089	1998
25	DCLX004090	OCAX004090	1998
26	DCLX004091	OCAX004091	1998
27	DCLX004092	OCAX004092	1998
28	DCLX004093	OCAX004093	1998
29	DCLX004094	OCAX004094	1998
30	DCLX004095	OCAX004095	1998
31	DCLX004097	OCAX004097	1998
32	DCLX004098	OCAX004098	1998
33	DCLX004099	OCAX004099	1998
34	DCLX004101	OCAX004101	1998
35	DCLX004102	OCAX004102	1998
36	DCLX004104	OCAX004104	1998
37	DCLX004106	OCAX004106	1998
38	DCLX004107	OCAX004107	1998