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September 29, 2014

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 26, 2014. 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 are:

Assignor:

Banc of America Leasing and Capital, LLC
One Financial Center
Providence, RI 02903

Assignee:

BBVA Compass Financial Corporation
159 Crocker Park Blvd, Suite 260
Westlake, Ohio 44145

A description of the equipment covered by the Memorandum of Assignment of Lease consists of 83 tank cars numbered DPRX 259017, 259021, 259026, 259027, 259031, 259038-259042, inclusive, 259044, 259048, 259051, 259059, 259062, 259064-259068, inclusive, 259071, 259074, 259075, 259076, 259078-259085, inclusive, 259087, 259088, 259089, 259092, 259093, 259349, 259352-259355, inclusive, 259357, 259359, 259360, 259361, 259367-259371, inclusive, 259373, 259374, 259380, 259381, 259382, 259383, 259388, 259390, 259888, 259916, 259918, 259921, 259931, 259935, 259940, 259941,

Ms. Cynthia T. Brown
September 29, 2014
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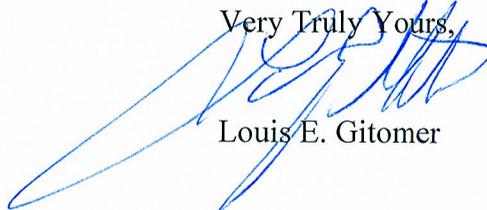
259944, 259951, 259952, 259956, 259959, 259960, 259969, 259970, 259974-259977, inclusive, 259979, 259981, 259989, and 259997.

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@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Assignment of Lease between Banc of America Leasing and Capital, LLC, One Financial Center, Providence, RI 02903, and Midwest Railcar Corporation, 4949 Autumn Oaks Drive, Maryville, IL 62062, covering 83 tank cars numbered DPRX 259017, 259021, 259026, 259027, 259031, 259038-259042, inclusive, 259044, 259048, 259051, 259059, 259062, 259064-259068, inclusive, 259071, 259074, 259075, 259076, 259078-259085, inclusive, 259087, 259088, 259089, 259092, 259093, 259349, 259352-259355, inclusive, 259357, 259359, 259360, 259361, 259367-259371, inclusive, 259373, 259374, 259380, 259381, 259382, 259383, 259388, 259390, 259888, 259916, 259918, 259921, 259931, 259935, 259940, 259941, 259944, 259951, 259952, 259956, 259959, 259960, 259969, 259970, 259974-259977, inclusive, 259979, 259981, 259989, and 259997.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of September 26, 2014

between

BBVA COMPASS FINANCIAL 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 September ____, 2014 at ____: _____.m.

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of September 26, 2014, by and between BBVA COMPASS FINANCIAL CORPORATION (the "Assignee") and BANC OF AMERICA LEASING & CAPITAL, LLC (the "Assignor"), with reference to the following:

Assignor, as lessor, and PBF HOLDING COMPANY LLC, as lessee, have heretofore executed that certain Rail Equipment Net Leasing Agreement dated as of December 30, 2013, and, pursuant thereto, that certain Schedule No. 010 dated September 23, 2014 (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 Interest dated as of the date hereof to that certain Master Assignment Agreement dated as of March 28, 2014 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 29, 2014 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.

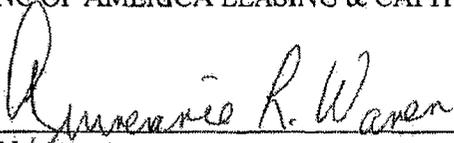
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IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease to be executed as of the date first above written.

BBVA COMPASS FINANCIAL CORPORATION

By: _____
Name:
Title:

BANC OF AMERICA LEASING & CAPITAL, LLC

By:  _____
Name: **Annemarie L. Warror**
Title: **Vice President**

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.

BBVA COMPASS FINANCIAL CORPORATION

By: Mark S. Marinik
Name: **Mark S. Marinik**
Title: **Executive Vice President**

BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____
Name:
Title:

STATE OF Ohio)
) ss.
COUNTY OF Cuyahoga)

I HEREBY CERTIFY, that on this 25th day of September, 2014, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Mark S. Marinik, who acknowledged himself to be the Executive Vice President of BBVA COMPASS FINANCIAL 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 Executive Vice President of said company by signing the name of the company by himself as the Executive Vice President.

AS WITNESS my hand and notarial seal,


Therese M. Hochevar
Notary Public
Cuyahoga County, Ohio
My Commission Expires:
09-09-2019

Therese M. Hochevar
Notary Public

My commission expires: _____

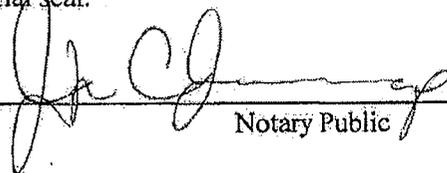
COMMONWEALTH OF MASSACHUSETTS

)
) ss.

COUNTY OF SUFFOLK

I HEREBY CERTIFY, that on this 25th day of September, 2014, 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 ASSIGNMENT OF LEASE AGREEMENT

DESCRIPTION OF UNITS

83 Trinity Non- Coiled & Non- Insulated crude oil Tank Cars with Reporting Marks:

Car Initials	Car #	Car Initials	Car #	Car Initials	Car #
DPRX	259888	DPRX	259354	DPRX	259981
DPRX	259916	DPRX	259355	DPRX	259997
DPRX	259918	DPRX	259357	DPRX	259931
DPRX	259921	DPRX	259359	DPRX	259944
DPRX	259940	DPRX	259360	DPRX	259956
DPRX	259941	DPRX	259361	DPRX	259026
DPRX	259951	DPRX	259367	DPRX	259031
DPRX	259952	DPRX	259368		
DPRX	259959	DPRX	259369		
DPRX	259960	DPRX	259370		
DPRX	259974	DPRX	259371		
DPRX	259977	DPRX	259373		
DPRX	259059	DPRX	259374		
DPRX	259062	DPRX	259380		
DPRX	259064	DPRX	259382		
DPRX	259065	DPRX	259383		
DPRX	259066	DPRX	259388		
DPRX	259067	DPRX	259390		
DPRX	259071	DPRX	259068		
DPRX	259074	DPRX	259381		
DPRX	259075	DPRX	259969		
DPRX	259076	DPRX	259989		
DPRX	259078	DPRX	259027		
DPRX	259079	DPRX	259935		
DPRX	259080	DPRX	259017		
DPRX	259081	DPRX	259038		
DPRX	259082	DPRX	259042		
DPRX	259083	DPRX	259044		
DPRX	259084	DPRX	259039		
DPRX	259085	DPRX	259040		
DPRX	259087	DPRX	259041		
DPRX	259088	DPRX	259048		
DPRX	259089	DPRX	259051		
DPRX	259092	DPRX	259021		
DPRX	259093	DPRX	259970		
DPRX	259349	DPRX	259975		
DPRX	259352	DPRX	259976		
DPRX	259353	DPRX	259979		