

RECORDATION NO 30574-C FILED  
December 22, 2012 03:14 PM  
LAW OFFICES OF  
**SURFACE TRANSPORTATION BOARD**  
**LOUIS E. GITOMER, LLC.**

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December 21, 2012

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 Subleases, a secondary document, dated as of December 21, 2012. The primary document to which this is connected is recorded under a new Recordation No. We request that this document be recorded under suffix "C" for the new Recordation No.

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

Assignor:

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

Assignor:

BMO Harris Equipment Finance Company  
250 E. Wisconsin Ave.  
Milwaukee, WI 53202

A description of the equipment covered by the Memorandum of Assignment of Subleases consists of 70 tank cars numbered TILX 350601-350670, inclusive.

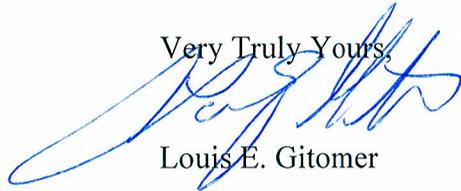
Ms. Cynthia T. Brown  
December 21, 2012  
Page 2

A fee of \$42.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

A short summary of the document to appear in the index follows: Memorandum of Assignment of Subleases between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and BMO Harris Equipment Finance Company, 250 E. Wisconsin Ave., Milwaukee, WI 53202, 70 tank cars numbered TILX 350601-350670, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

**MEMORANDUM OF ASSIGNMENT OF SUBLEASES**

**between**

**BMO HARRIS EQUIPMENT FINANCE COMPANY,  
as Assignee**

**and**

**BANC OF AMERICA LEASING & CAPITAL, LLC,  
as Assignor**

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**FILED WITH THE SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C. § 11301  
on December \_\_, 2012 at \_\_:\_\_.m.**

**MEMORANDUM OF ASSIGNMENT OF SUBLEASES**

THIS **MEMORANDUM OF ASSIGNMENT OF SUBLEASES** is effective as of December 21, 2012, by and between **BMO HARRIS EQUIPMENT FINANCE COMPANY** (“Assignee”) and **BANC OF AMERICA LEASING & CAPITAL, LLC** (together with its successors and assigns, “Assignor”), with reference to the following:

Trinity Industries Leasing Company (“Lessee”), as lessee, and Assignor, as lessor, are parties to that certain Subleasing Consent and Amendment dated as of December 5, 2012 (as amended, the “Subleasing Consent and Amendment”) whereby Lessee has pledged, assigned, transferred and granted to Assignor a continuing, first priority security interest in any and all Lease Agreements (as defined in the Subleasing Consent and Amendment) of the railcars described in Exhibit A hereto (the “Units”), together with all proceeds thereof, including proceeds in the form of goods, accounts, chattel paper, documents, instruments, general intangibles, investment property, deposit accounts, letter of credit rights and supporting obligations, and all books and records solely regarding the leasing or subleasing of the Units under the Agreement, the Schedules thereto and the Lease Agreements (each as defined in the Subleasing Consent and Amendment).

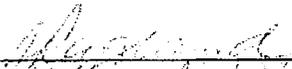
Assignor, as assignor, and Assignee, as assignee, have executed that certain Assignment and Specification of Assigned Lease Schedule dated as of the date hereof to that certain Master Assignment Agreement dated as of September 22, 2011 by and between Assignor and Assignee, pursuant to which Assignor has assigned to Assignee all of its rights and obligations under (i) that certain Rail Equipment Net Leasing Agreement dated as of December 5, 2012 and that certain Schedule No. 09004 dated as of the date hereof and (ii) the Lease Agreements (as defined in the Subleasing Consent and Amendment), in each case with respect to the Units.

[ *signatures appear on next page* ]

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

**BANC OF AMERICA LEASING &  
CAPITAL, LLC,**  
as Assignor

**BMO HARRIS EQUIPMENT FINANCE  
COMPANY,**  
as Assignee

By:   
Name: Stephanie England  
Title: AVP

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

STATE OF GEORGIA,  
COUNTY OF DEKALB,  
TO WIT:

On this 11<sup>th</sup> day of December, 2012 before me appeared STEFFANIE RAGLAND, to me personally known, who being by me duly sworn, says that he is the AVP of BANC OF AMERICA LEASING & CAPITAL, LLC, that said instrument was signed on December 19, 2012 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

[Notarial Seal]

My commission expires:

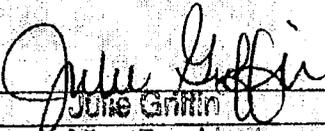
**O LAMESH WHITE**  
NOTARY PUBLIC  
Clayton County  
State of Georgia  
My Comm. Expires Nov. 01, 2016

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

**BANK OF AMERICA LEASING &  
CAPITAL, LLC,**  
as Assignor

**BMO HARRIS EQUIPMENT FINANCE  
COMPANY,**  
as Assignee

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By:   
Name: Julie Griffin  
Title: Vice President

STATE OF Wisconsin  
COUNTY OF Milwaukee  
TO WIT:

On this 18<sup>th</sup> day of December, 2012 before me appeared Julie Griffin, to me personally known, who being by me duly sworn, says that he is the Vice President of BMO HARRIS EQUIPMENT FINANCE COMPANY, that said instrument was signed on December 18, 2012 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Wanda A. Wewer  
Notary Public

My commission expires:

10-12-14

**EXHIBIT A**  
**DESCRIPTION OF UNITS**

Seventy (70) 31,808 wg NCNI Tank Cars bearing the following reporting marks:

**Asset Mark**

TILX 350601  
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