

RECORDATION NO 30573-B FILED
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LAW OFFICE OF
LOUIS E. GITOMER, LLC.
SURFACE TRANSPORTATION BOARD

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December 24, 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 Lease, 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 "B" for the new Recordation No.

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:

SunTrust Equipment Finance & Leasing Corp.
300 E. Joppa Road, Suite 700
Towson, MD 21286

A description of the equipment covered by the Memorandum of Assignment of Lease consists of 70 tank cars numbered TILX 350531-350600, inclusive.

Ms. Cynthia T. Brown
December 24, 2012
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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 Lease between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and SunTrust Equipment Finance & Leasing Corp., 300 E. Joppa Road, Suite 700, Towson, MD 21286, 70 tank cars numbered TILX 350531-350600, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of December 21, 2012

between

SUNTRUST EQUIPMENT FINANCE & LEASING CORP.
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 December __, 2012 at ____:____.m.

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of December 21, 2012, by and between SUNTRUST EQUIPMENT FINANCE & LEASING CORP. (the "Assignee") and BANC OF AMERICA LEASING & CAPITAL, LLC (the "Assignor"), with reference to the following:

Assignor, as Lessor, and Trinity Industries Leasing Company, as Lessee, have heretofore executed that certain Rail Equipment Net Leasing Agreement dated as of December 5, 2012, and, pursuant thereto, that certain Schedule No. 09003 dated December 21, 2012 (collectively, the "Lease"), pertaining to the railcars described 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 July 8, 2002 by and between Assignor and Assignee, pursuant to which Assignor has assigned to Assignee all of its rights and obligations under the Lease with respect to the Railcars.

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 may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Assignment of Lease.

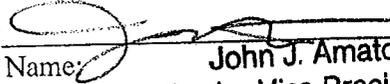
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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.

SUNTRUST EQUIPMENT FINANCE & LEASING CORP.

By: _____

Name:
Title:


John J. Amato
Senior Vice President

BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____

Name:
Title:

STATE OF MD)
) ss.
COUNTY OF Baltimore)

I HEREBY CERTIFY, that on this 21st day of December, 2012, before me, the undersigned, a Notary Public of the State of MD, personally appeared John Amato, who acknowledged himself to be the Senior VP of SUNTRUST EQUIPMENT FINANCE & LEASING CORP., 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 _____ of said company by signing the name of the company by himself as the _____.

AS WITNESS my hand and notarial seal.

Brenda G. Horcher
Notary Public

My commission expires: 2/8/15.

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.

SUNTRUST EQUIPMENT FINANCE & LEASING CORP.

By: _____
Name:
Title:

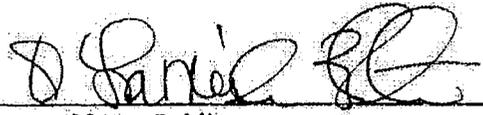
BANC OF AMERICA LEASING & CAPITAL, LLC

By: Stefanie Rogland
Name: Stefanie Rogland
Title: AVP

STATE OF GEORGIA)
) ss.
COUNTY OF CLAYTON)

I HEREBY CERTIFY, that on this 11th day of December, 2012, before me, the undersigned, a Notary Public of the State of GEORGIA, personally appeared STEFFANIE RAGLAND, who acknowledged himself to be the AVP 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 he executed the same for the purposes therein contained as the duly authorized AVP of said company by signing the name of the company by himself as the AVP.

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires:

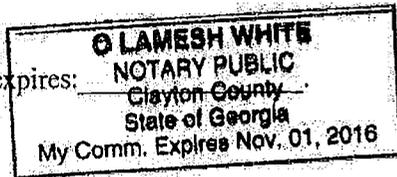


EXHIBIT NO. 1
TO MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

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

<u>Asset Mark</u>
TILX 350531
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TILX 350538
TILX 350539
TILX 350540
TILX 350541
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