

RECORDATION NO 30580-B

FILED

December 28, 2012 05:02 PM

LAW OFFICES OF  
**LOUIS E. GITOMER**  
SURFACE TRANSPORTATION BOARD

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December 28, 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 28, 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

Assignee:

TD Equipment Finance, Inc. f/k/a TD Banknorth Leasing Corporation f/k/a  
Banknorth Leasing Corp.  
2059 Springdale Road  
Cherry Hill, NJ 08003

A description of the equipment covered by the Memorandum of Assignment of Lease consists of covering 100 covered hopper cars numbered TILX 518923-519022, inclusive.

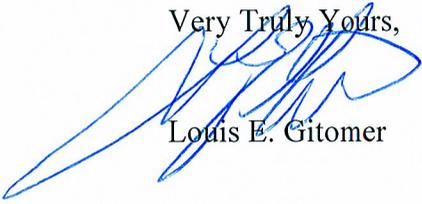
Ms. Cynthia T. Brown  
December 28, 2012  
Page 2

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 Lease between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and TD Equipment Finance, Inc. f/k/a TD Banknorth Leasing Corporation f/k/a Banknorth Leasing Corp., 2059 Springdale Road, Cherry Hill, NJ 08003, covering 100 covered hopper cars numbered TILX 518923-519022, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of December 28, 2012

between

TD EQUIPMENT FINANCE, INC. F/K/A TD BANKNORTH LEASING CORPORATION  
F/K/A BANKNORTH LEASING CORP.

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 LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of December 28, 2012, by and between TD EQUIPMENT FINANCE, INC. F/K/A TD BANKNORTH LEASING CORPORATION F/K/A BANKNORTH 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. 09005 dated December 28, 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 December 20, 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.

TD EQUIPMENT FINANCE, INC. F/K/A TD  
BANKNORTH LEASING CORPORATION F/K/A  
BANKNORTH LEASING CORP.

By: Charles M. Fiumefreddo  
Name: Charles M. Fiumefreddo  
Title: Director of Operations

BANC OF AMERICA LEASING & CAPITAL, LLC

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

STATE OF New Jersey )  
 ) ss.  
COUNTY OF Camden )

I HEREBY CERTIFY, that on this 19<sup>th</sup> day of December, 2012, before me, the undersigned, a Notary Public of the State of New Jersey, personally appeared Charles D'Amico, who acknowledged himself to be the Director of Operations of TD EQUIPMENT FINANCE, INC. F/K/A TD BANKNORTH LEASING CORPORATION F/K/A BANKNORTH 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 Director of Operations of said company by signing the name of the company by himself as the Director of Operations

AS WITNESS my hand and notarial seal.

Marguerite L. Haswell  
Notary Public

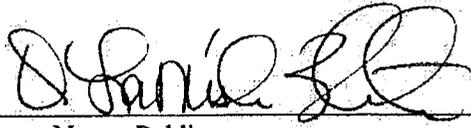
My commission expires: \_\_\_\_\_  
**MARGUERITE L. HASWELL**  
NOTARY PUBLIC  
STATE OF NEW JERSEY  
MY COMMISSION EXPIRES JANUARY 18, 2015



STATE OF GEORGIA )  
 ) ss.  
COUNTY OF CLAYTON )

I HEREBY CERTIFY, that on this 18<sup>th</sup> 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:

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

EXHIBIT NO. 1  
TO MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

One hundred (100) 5,161 cf Covered Hopper Cars bearing the following reporting marks:

Asset Mark

TILX 518923  
TILX 518924  
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