

RECORDATION NO 30580-C

FILED

December 28, 2012 05:04 PM

LAW OFFICES OF
LOUIS E. GITOMER, LLC
SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
Lou@lgrailaw.com

MELANIE B. YASBIN
Melanie@lgrailaw.com
410-296-2225

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

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 Subleases, 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 "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

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 Subleases consists of 100 covered hopper cars numbered TILX 518923-519022, inclusive.

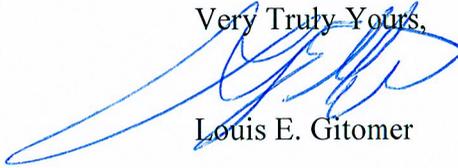
Ms. Cynthia T. Brown
December 28, 2012
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A fee of \$42.00 is enclosed. Please return one copy by email to:

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 Subleases 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,

A handwritten signature in blue ink, appearing to read "Louis E. Gitomer", is written over the typed name below.

Louis E. Gitomer

Enclosure

MEMORANDUM OF ASSIGNMENT OF SUBLEASES

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**

**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 28, 2012, by and between **TD EQUIPMENT FINANCE, INC. f/k/a TD BANKNORTH LEASING CORPORATION f/k/a BANKNORTH LEASING CORP.** ("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 December 20, 2002 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. 09005 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

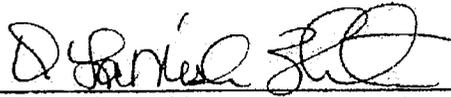
**TD EQUIPMENT FINANCE, INC. f/k/a
TD BANKNORTH LEASING
CORPORATION f/k/a BANKNORTH
LEASING CORP.,**
as Assignee

By: *[Signature]*
Name: Stettin, Richard
Title: AVL

By: _____
Name: _____
Title: _____

STATE OF GEORGIA,
COUNTY OF DEKALB,
TO WIT:

On this 14th 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 October 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.



[Notarial Seal]

Notary Public

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

**TD EQUIPMENT FINANCE, INC. f/k/a
TD BANKNORTH LEASING
CORPORATION f/k/a BANKNORTH
LEASING CORP.,**
as Assignee

By: _____
Name: _____
Title: _____

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

STATE OF New Jersey
COUNTY OF Camden,
TO WIT:

On this 19th day of December, 2012 before me appeared Charles Sumner, to me personally known, who being by me duly sworn, says that he is the Director of Operations of TD EQUIPMENT FINANCE, INC. f/k/a TD BANKNORTH LEASING CORPORATION f/k/a BANKNORTH LEASING CORP., that said instrument was signed on Dec 19th, 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]

Marguerite L. Haswell
Notary Public

My commission expires:

MARGUERITE L. HASWELL
NOTARY PUBLIC
STATE OF NEW JERSEY
MY COMMISSION EXPIRES JANUARY 18, 2014

EXHIBIT A
DESCRIPTION OF UNITS

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

Asset Mark

TILX 518923
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TILX 518925
TILX 518926
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TILX 519022