BALL JANIK LLP

ATTORNEYS

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RECORDATION NO. 17957-K FILED

JAN 15 '03 11-44 AM

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

lgitomer@dc.bjllp.com

January 15, 2003

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is Memorandum of Assignment of Equipment and Contracts, a secondary document, dated as of December 1, 2002. The primary document to which this is connected is recorded under Recordation No. 17957. We request that one copy of this document be recorded under Recordation No. 17957-K.

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

Assignor:

Banc of America Leasing & Capital, LLC
2059 North Lake Parkway, 4th Floor
Tucker, GA 30084-4431

Assignee:

Tucker Commercial Lease Funding, LLC
2059 North Lake Parkway, 4th Floor
Tucker, GA 30084-4431

A description of the equipment covered by Memorandum of Assignment of Equipment and Contracts is attached in Schedule 1.

A fee of $ 30.00 is enclosed. Please return one original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: Memorandum of Assignment of Equipment and Contracts between Banc of America Leasing & Capital, LLC, 2059 North Lake Parkway, 4th Floor, Tucker, GA 30084-4431, and Tucker Commercial Lease Funding, LLC, 2059 North Lake Parkway, 4th Floor, Tucker, GA 30084-4431, covering the equipment identified in Schedule 1.

Very Truly Yours,

Louis E. Gitomer

Enclosures

Schedule 1 -- Equipment

20 Refurbished Open-Top Hopper Cars numbered TSXX 81056-81075, inclusive.

104 100-ton Rapid Discharge RDI, 3800 Cubic Feet Capacity Railcars numbered VULX 9300-9403, inclusive.

125 Ortner Built Rapid Discharge Open Top Hopper Railcars numbered VULX 800-924, inclusive.

135 2940 Fully Automatic Rapid Discharge Railcars numbered MMMX 2000-2134, inclusive.

60 100-ton 8,253 Cubic Ft., Wood Chip Twin Tub Gondola Railcars numbered FPBX 531-590, inclusive.

215 Used, 70-ton, 50' 6" Box Railcars numbered ATW 102205, 102206, 102208, 102213, 102228, 102233, 102236, 102240, 102243, 102247, 102263, 102265, 102266, 102270, 102272, 102274, 102278, 102282, 102284, 102285, 102286, 102287, 102288, 102296, 102299, 102300, 102307, 102315, 102323, 102325, 102326, 102328, 102329, 102334, 102338, 102339, 102346, 102352, 102355, 102360, 102361, 102369, 102370, 102372, 102378, 102387, 102389, 102390, 102394, 102403, 102405, 102412, 102413, 102414, 102417, 102422, 102425, 102426, 102429, 102430, 102431, 102432, 102433, 102434, 102446, 102447, 102450, 102451, 102452, 102459, 102464, 102467, 102468, 102473, 102474, 102475, 102478, 102479, 102482, 102487, 102489, 102492, 102493, 102499, 102512, 102515, 102517, 102547, 102567, 102572, 102581, 102642, 102644, 102768, 102771, 102772, 102773, 102774, 102775, 102779, 102780, 102782, 102785, 102787, 102789, 102793, 102796, and 102798; TNR 102203, 102207, 102210, 102211, 102214, 102215, 102217, 102218, 102219, 102220, 102222, 102225, 102230, 102231, 102239, 102241, 102242, 102245, 102253, 102254, 102257, 102258, 102260, 102264, 102267, 102269, 102273, 102280, 102283, 102290, 102294, 102297, 102302, 102303, 102304, 102305, 102306, 102308, 102310, 102312, 102316, 102317, 102318, 102320, 102321, 102322, 102324, 102330, 102333, 102337, 102341, 102342, 102345, 102347, 102348, 102349, 102350, 102357, 102359, 102364, 102365, 102366, 102368, 102371, 102374, 102375, 102376, 102380, 102382, 102385, 102388, 102391, 102396, 102397, 102399, 102400, 102410, 102415, 102418, 102419, 102424, 102438, 102439, 102440, 102445, 102453, 102456, 102460, 102470, 102485, 102490, 102491, 102494, 102496, 102498, 102531, 102561, 102570, 102591, 102765, 102766, 102769, 102770, 102776, 102777, 102778, 102781, 102784, 102786, 102788, 102790, 102792, 102794, 102795, 102797, and 102799; and WCTR102268 and 102277.

100 2,200 Cubic Ft., Three Compartment, 100-ton, Fully Automatic Rapid Discharge Open Hopper Railcars numbered WIMX 97000-97099, inclusive.

14 GMC EMD, Model GP16, Diesel Electric Locomotives numbered PREX 1600-1612, inclusive, and 1614.

27 50 Ft., 70-ton Boxcars built by Pickens Railroad in 1978 numbered ALAB 401170, 401171, 401173, 401174, 401175, 401176, 401177, 401179, 401180, 401183, 401184, 401187, 401190, 401191, 401196, 401199, 553299, 553301, 553302, 553303, 553306, 553309, 553311, 553313, 553314, 553315, and 553316.

Six 5,250 Cubic Ft. Covered Hopper Railcars numbered ALAB 630, 631, 632, 634, 635, and 636.

One 1977 GP-10 Locomotive numbered IC 8057.

One 1974 GP-10 Locomotive numbered IC 8295.

One 1976 GP-10 Locomotive numbered IC 8465.

One 1970 SW 1500 Locomotive numbered UP 1143.
Five 1979 Fifty Ft. Boxcars numbered SP 246185, 246260, 247135, 248130, and 248272.
One 1975 Fifty Ft. Boxcar numbered MP 356845.
One 1980 Fifty Ft. Boxcar numbered SP 247619.
One 1970 Sixty Ft. Boxcar numbered MP 377100.
One 1969 Sixty Ft. Boxcar numbered UP 960714.
One 1968 Sixty Ft. Boxcar numbered MP 268403.
One 1977 Sixty Ft. Boxcar numbered MP 266645.
Two 1979 Sixty Ft. Boxcars numbered MP 267583 and 267586.
One 1975 Covered Hopper Railcar numbered MP 718241.
One 1976 Covered Hopper Railcar numbered MP 718578.
One 1973 Covered Hopper Railcar numbered CNW 752973.
Four 1973 Covered Hopper Railcars UP 71916, 73224, 73285, and 73437.
Two 1978 Covered Hopper Railcars numbered UP 77533 and 78534.
One 1974 Covered Hopper Railcar numbered UP 74137.
One 1975 Covered Hopper Railcar numbered UP 75395.
One 1977 Covered Hopper Railcar numbered MP 722558.
One 1977 Covered Hopper Railcar numbered UP 77241.
One 1981 Covered Hopper Railcar numbered UP 79304.
Three 1970 Gondola Railcars numbered MKT 16071, 16404, and 16505.
Two 1969 Gondola Railcars numbered MP 640530, 697050, and 697157.
Two 1974 Gondola Railcars numbered SP 337853 and 338137
Two 1972 Gondola Railcars numbered SP 337615 and 337657.
One 1970 Covered Hopper Railcar numbered MP 716139.
Four 1973 Covered Hopper Railcars numbered MP 717188, 717327, 717429, and 717714.
One 1974 Covered Hopper Railcar numbered SSW 74756.
Two 1973 Covered Hopper Railcars numbered UP 73091 and 73389.
Two 1974 Covered Hopper Railcars numbered UP 73932 and 74024.
One 1975 Gondola Railcar numbered SP 338291.
46 Bulkhead Gondola Railcars numbered ALAB 47001, 47003, 47009, 47011, 47112, 47016, 47017, 47025, 47027, 47029, 47030, 47034, 47035, 47039, 47041, 47043, 47044, 47050, 47053, 47056, 47059, 47060, 47061, 47064, 47066, 47067, 47069, 47070, 47071, 47072, 47073, 47076, 47077, 47079, 47082, 47084, 47089, 47090, 47092, 47094, 47102, 47108, 47118, 47122, 47124, and 47125.

MEMORANDUM OF ASSIGNMENT OF EQUIPMENT AND CONTRACTS

This Memorandum of Assignment of Equipment and Contract is dated as of December 1, 2002 by and between Banc of America Leasing & Capital, LLC ("BALCAP"), as assignor, and Tucker Commercial Lease Funding, LLC ("TUCKER FUNDING"), as assignee.

1. Pursuant to a Contribution Agreement dated as of December 1, 2002, between BALCAP and TUCKER FUNDING, BALCAP agreed to contribute and transfer to TUCKER FUNDING either its ownership interest or its security interest in the equipment identified in Schedule 1 and contracts identified in Schedule 2.

2. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

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RECORDATION NO. 17957-K FILED
JAN 15 '03 11-44 AM
SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____
Name: MICHAEL T. GRAY
Title: VICE PRESIDENT

TUCKER COMMERCIAL LEASE FUNDING, LLC

By: _____
Name: CAROL JONES
Title: VICE PRESIDENT

STATE OF Georgia

County of Gwinnett

On this 8th day of January, 2003, before me, Gail Beall, the undersigned Notary Public, personally appeared Michael Spiva personally known to me to be the person who executed the within instrument as Vice President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Gail C. Beall

Notary Public for Gwinnett County, GA
My Commission expires March 20, 2005

STATE OF Georgia

County of Gwinnett

On this 8th day of January, 2003, before me, Gail Beall, the undersigned Notary Public, personally appeared Carol Jones personally known to me to be the person who executed the within instrument as Vice President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Gail C. Beall

Notary Public for Gwinnett County, GA
My Commission expires March 20, 2005

Schedule 1 -- Equipment

20 Refurbished Open-Top Hopper Cars numbered TSXX 81056-81075, inclusive.

104 100-ton Rapid Discharge RDI, 3800 Cubic Feet Capacity Railcars numbered VULX 9300-9403, inclusive.

125 Ortner Built Rapid Discharge Open Top Hopper Railcars numbered VULX 800-924, inclusive.

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Two 1972 Gondola Railcars numbered SP 337615 and 337657.
One 1970 Covered Hopper Railcar numbered MP 716139.
Four 1973 Covered Hopper Railcars numbered MP 717188, 717327, 717429, and 717714.
One 1974 Covered Hopper Railcar numbered SSW 74756.
Two 1973 Covered Hopper Railcars numbered UP 73091 and 73389.
Two 1974 Covered Hopper Railcars numbered UP 73932 and 74024.
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46 Bulkhead Gondola Railcars numbered ALAB 47001, 47003, 47009, 47011, 47112, 47016, 47017, 47025, 47027, 47029, 47030, 47034, 47035, 47039, 47041, 47043, 47044, 47050, 47053, 47056, 47059, 47060, 47061, 47064, 47066, 47067, 47069, 47070, 47071, 47072, 47073, 47076, 47077, 47079, 47082, 47084, 47089, 47090, 47092, 47094, 47102, 47108, 47118, 47122, 47124, and 47125.

Schedule No. 2 -- Contracts

Tri-State Generation and Transmission Association, Inc.

Master Equipment Lease Agreement No. 08659-00300, dated as of February 17, 1993, between NationsBanc Leasing Corporation ("Lessor") and Tri-State Generation and Transmission Association, Inc. ("Lessee");

Memorandum of Lease Agreement, dated as of March 25, 1993, which was recorded at the Interstate Commerce Commission under Recordation No. 18181 on March 30, 1993;

Equipment Lease Schedule No. 1 to Master Equipment Lease Agreement No. 08659-00300, dated as of March 30, 1993 which was recorded at the Surface Transportation Board under Recordation No. 18181-A on January 13, 2003.

The Faith2 Trust

Master Equipment Lease Agreement No. 03197-00300, dated as of August 6, 1998, between NationsBanc Leasing Corporation ("Lessor") and The Faith2 Trust ("Lessee"), which was recorded at the Surface Transportation Board under Recordation No. 21913 on December 30, 1998;

Equipment Lease Schedule No. 001 to Master Equipment Lease Agreement No. 03197-00300, dated as of December 16, 1998, which was recorded with the Surface Transportation Board on December 30, 1998, as part of the Master Equipment Lease Agreement No. 03197-00300;

Assignment of Lease between NationsBanc Leasing Corporation ("Assignee") and The Faith2 Trust ("Assignor"), dated as of August 28, 1998, evidencing the assignment of that certain Railroad Car Lease Agreement, dated as of December 8, 1995, as it pertains to Riders Nos. 7 and 8, dated as of June 15, 1998 (the "Lease") between ITG, Inc., as lessor, and Vulcan Materials Company, as lessee, as previously assigned by ITG, Inc. to Assignor, which was recorded at the Surface Transportation Board under Recordation No. 21913-A on December 30, 1998;

Equipment Lease Schedule No. 002 to Master Equipment Lease Agreement No. 03197-00300, dated as of November 30, 1999, which was recorded at the Surface Transportation Board under Recordation No. 21913-B on December 3, 1999;

Amendment Number 1 to Lease Schedule No. 001 to Master Equipment Lease Agreement No. 03197-00300, dated as of December 14, 2000, which was recorded at the Surface Transportation Board under Recordation No. 21913-C on April 17, 2002;

Amendment Number 1 to Lease Schedule Number 002 to Master Equipment Lease Agreement No. 03197-00300, dated as of December 14, 2000, which was recorded at the Surface Transportation Board under Recordation No. 21913-D on April 17, 2002.

Rail Trusts Equipment, Inc.

Lease Agreement No. 00565-00400, dated as of December 20, 2000, between Banc of America Leasing & Capital, LLC ("Lessor") and Rail Trusts Equipment, Inc. ("Lessee"), which was recorded at the Surface Transportation Board under Recordation No. 23290 on December 27, 2000;

Schedule No. 001 to Lease Agreement No. 00565-00400, dated as of December 20, 2000, which was recorded at the Surface Transportation Board on December 27, 2000, as part of Lease Agreement No. 00565-00400;

Amendment to Lease Agreement No. 00565-00400, dated as of January 12, 2001, which was recorded at the Surface Transportation Board under Recordation No. 23290-A on January 13, 2003;

Assignment of Lease, dated as of December 23, 2000, between Rail Trusts Equipment, Inc. ("Assignor") and Banc of America Leasing & Capital, LLC ("Assignee"), evidencing the assignment of that certain Railroad Car Lease Agreement, dated as of December 22, 2000, between Rail Trusts Equipment, Inc., lessor, and Minnesota Mining and Manufacturing Company, lessee, which was recorded at the Surface Transportation Board under Recordation No. 23290-B on January 13, 2003.

Federal Paper Board Company, Inc.

Note: Master Equipment Lease Agreement No. 6863 was recorded multiple times:

Master Equipment Lease Agreement No. 6863, dated as of June 22, 1988, between Sovran Leasing Corporation ("Lessor") and Federal Paper Board Company, Inc. ("Lessee"), which was recorded at the Interstate Commerce Commission under Recordation No. 16663 on December 22, 1989, Recordation Number 16701 on January 2, 1990, Recordation Number 16703 on December 26, 1990, Recordation Number 16704 on December 26, 1990, and Recordation Number 16705 on December 26, 1990;

Supplementary Schedule No. 4-50 to Master Equipment Lease Agreement No. 6863, dated as of November 30, 1989, which was recorded at the Interstate Commerce Commission under Recordation No. 16663-A on December 22, 1989;

Supplementary Schedule No. 8-50 to Master Equipment Lease Agreement No. 6863, dated as of December 27, 1989, which was recorded at the Interstate Commerce Commission under Recordation No. 16701-A on January 2, 1990;

Supplementary Schedule No. 7-50 to Master Equipment Lease Agreement No. 6863, dated as of December 20, 1989, which was recorded at the Interstate Commerce Commission under Recordation No. 16703-A on December 26, 1989;

Supplementary Schedule No. 5-50 to Master Equipment Lease Agreement No. 6863, dated as of December 8, 1989, which was recorded at the Interstate Commerce Commission under Recordation No. 16704-A on December 26, 1989;

Supplementary Schedule No. 6-50 to Master Equipment Lease Agreement No. 6863, dated as of December 14, 1989, which was recorded at the Interstate Commerce Commission under Recordation No. 16705-A on December 26, 1989;

Amendment No. 1 to Master Equipment Lease Agreement No. 6863, dated as of May 29, 1992 which was recorded at the Surface Transportation Board under Recordation Nos. 16663-B, 16701-B, 16703-B, 16704-B, and 16705-B, on January 13, 2003.

Kansas City Southern Railway Company

Equipment Leasing Agreement No. 08903-00300, dated as of September 30, 1992, between NationsBanc Leasing Corporation ("Lessor") and TennRail Corporation ("Lessee"), which was recorded at the Interstate Commerce Commission under Recordation No. 17957 on September 30, 1992;

Lease Supplement No. 1, dated as of September 30, 1992, between NationsBanc Leasing Corporation ("Lessor") and TennRail Corporation ("Lessee"), which was recorded at the Interstate Commerce Commission on September 30, 1992 as part of the Equipment Leasing Agreement No. 08903-00300;

Purchase Agreement Assignment, dated as of September 30, 1992, between TennRail Corporation ("Assignor"), NationsBanc Leasing Corporation ("Assignee"), and Union Tank Car Company ("Vendor"), which was recorded at the Interstate Commerce Commission under Recordation No. 17957-A on September 30, 1992;

Collateral Assignment of Services Agreement, dated as of September 30, 1992, between TennRail Corporation ("Assignor"), NationsBanc Leasing Corporation ("Assignee"), which was recorded at the Interstate Commerce Commission under Recordation No. 17957-B on September 30, 1992;

Exhibit A-2 to Equipment Leasing Agreement dated as of September 30, 1992 between NationsBanc Leasing Corporation ("Lessor") and Kansas City Southern Railway Company, as successor through merger to the rights and obligations of TennRail Corporation ("Lessee"), which was recorded at the Interstate Commerce Commission under Recordation No. 17957-C on March 25, 1994;

Lease Supplement No. 2, dated as of March 25, 1994, between NationsBanc Leasing Corporation ("Lessor") and Kansas City Southern Railway Company, as successor through merger to the rights and obligations of TennRail Corporation ("Lessee"), which was recorded at the Interstate Commerce Commission under Recordation No. 17957-D on March 25, 1994;

Exhibit A-3 to Equipment Leasing Agreement dated as of September 30, 1992 between NationsBanc Leasing Corporation ("Lessor") and Kansas City Southern Railway Company, as successor through merger to the rights and obligations of TennRail Corporation ("Lessee"), which was recorded at the Interstate Commerce Commission under Recordation No. 17957-E on September 2, 1994;

Lease Supplement No. 3, dated as of September 2, 1994, between NationsBanc Leasing Corporation ("Lessor") and Kansas City Southern Railway Company, as successor through merger to the rights and obligations of TennRail Corporation ("Lessee), which was recorded at the Interstate Commerce Commission under Recordation No. 17957-F on September 2, 1994;

Exhibit A-4 to Equipment Leasing Agreement dated as of September 30, 1992 between NationsBanc Leasing Corporation ("Lessor") and Kansas City Southern Railway Company, as successor through merger to the rights and obligations of TennRail

Corporation ("Lessee"), which was recorded at the Interstate Commerce Commission under Recordation No. 17957-G on December 30, 1994;

Lease Supplement No. 4, dated as of December 30, 1994, between NationsBanc Leasing Corporation ("Lessor") and Kansas City Southern Railway Company, as successor through merger to the rights and obligations of TennRail Corporation ("Lessee") which was recorded at the Interstate Commerce Commission under Recordation No. 17957-H on December 30, 1994;

Exhibit A-5 to Equipment Leasing Agreement dated as of September 30, 1992 between NationsBanc Leasing Corporation ("Lessor") and Kansas City Southern Railway Company, as successor through merger to the rights and obligations of TennRail Corporation ("Lessee"), which was recorded at the Interstate Commerce Commission under Recordation No. 17957-I on June 15, 1995;

Lease Supplement No. 5, dated as of June 15, 1995, between NationsBanc Leasing Corporation ("Lessor") and Kansas City Southern Railway Company, as successor through merger to the rights and obligations of TennRail Corporation ("Lessee") which was recorded at the Interstate Commerce Commission under Recordation No. 17957-J on June 15, 1995.

RTE 1643 Trust

Master Equipment Lease Agreement No. 06780-00300, dated as of June 5, 1997, between NationsBanc Leasing Corporation ("Lessor") and RTE 1643 Trust ("Lessee"), which was recorded at the Surface Transportation Board under Recordation No. 21116 on December 30, 1997;

Sublease: Railroad Car Lease Agreement Number RTE-1643, dated as of March 18, 1997, between Rail Trust Equipment, Inc. ("lessor") and Carmeuse Pennsylvania, Inc. ("lessee"), including Rider No. 1 and Rider No. 2, which was recorded at the Surface Transportation Board under Recordation No. 21116-A on December 30, 1997;

Amendment Number 1 of Rider No. 01 and Rider No. 02 to Railroad Car Lease Agreement, dated as of March 12, 1998, which was recorded at the Surface Transportation Board under Recordation No. 21116-B on April 15, 1998;

Transfer, Assumption and Amendment Agreement, dated as of March 17, 2002, between Pennsylvania Lime, Inc. formerly known as Carmeuse Pennsylvania, Inc. ("Transferor"), Pennsy Supply, Inc. ("Transferee"), Banc of America Leasing & Capital, LLC, successor by merger to NationsBanc Leasing Corporation ("BALC"), and RTE 1643 Trust ("RTE"), which was recorded at the Surface Transportation Board under Recordation No. 21116-C on May 3, 2002;

Equipment Lease Schedule No. 001 to Master Equipment Lease Agreement No. 06780-00300, dated as of November 25, 1997, which was recorded at the Surface Transportation Board under Recordation No. 21116-D on January 13, 2003;

Assignment of Lease, dated as of June 20, 1997, between NationsBanc Leasing Corporation ("Assignee"), and RTE 1643 Trust ("Assignor") evidencing the assignment of that certain Railroad Car Lease Agreement between Rail Trusts Equipment, Inc., as assigned to RTE 1643 Trust, and further assigned to NationsBanc Leasing Corporation, which was recorded at the Surface Transportation Board under Recordation No. 21116-E on January 13, 2003;

Assignment of Lease, dated as of June 5, 1997, between Rail Trusts Equipment, Inc. ("Assignor") and RTE 1643 Trust ("Assignee"), which was recorded at the Surface Transportation Board under Recordation No. 21116-F on January 13, 2003;

First Amendment to Railroad Car Lease Agreement, dated as of June 23, 1997, which was recorded at the Surface Transportation Board under Recordation No. 21116-G on January 13, 2003;

Second Amendment to Railroad Car Lease Agreement, dated as of June 29, 2000, which was recorded at the Surface Transportation Board under Recordation No. 21116-H on January 13, 2003.

Pioneer Railroad Equipment Co., Ltd.

Note and Security Agreement Number 07024-00703, dated as of December 21, 2001, between Banc of America Leasing & Capital, LLC ("Secured Party") and Pioneer Railroad Equipment Co., Ltd. ("Debtor"), which was recorded at the Surface Transportation Board under Recordation No. 23784 on December 26, 2001;

Note and Security Agreement Number 07024-00704, dated as of July 11, 2002, between Banc of America Leasing & Capital, LLC ("Secured Party") and Pioneer Railroad Equipment Co., Ltd. ("Debtor"), which was recorded at the Surface Transportation Board under Recordation No. 24032 on July 16, 2002.