

RECORDATION NO. 23500-C FILED

FEB 11 '04 10:32 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

February 10, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment, dated as of February 10, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement filed with the Board under Recordation Number 23500-A.

The names and addresses of the parties to the enclosed document are:

Assignor                      Wells Fargo Bank Northwest, N.A.  
79 South Main Street  
Salt Lake City, UT 84111

Assignee:                     Banc of America Leasing & Capital, LLC  
555 California Street  
San Francisco, CA 94104

Mr. Vernon A. Williams  
February 10, 2004  
Page Two

A description of the railroad equipment covered by the enclosed document  
is:

300 covered hopper railcars CLSX 5500 – CLSX 5799

A short summary of the document to appear in the index follows:

Memorandum of Assignment

Also enclosed is a check in the amount of \$30.00 payable to the order  
of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO.

23500-C  
FILED

**MEMORANDUM OF ASSIGNMENT**  
(Surface Transportation Board)

FEB 11 2004

10-32 AM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT dated as of February 10, 2004 is between Wells Fargo Bank Northwest, National Association, not in its individual capacity, but solely as Certificate Trustee, a national banking association ("Certificate Trustee"), and Banc of America Leasing & Capital, LLC, a Delaware limited liability company ("BALCAP").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Certificate Trustee, as Borrower, has granted to the Wells Fargo Bank Nevada, National Association (as successor to First Security Trust Company of Nevada) (the "Administrative Agent") a first priority security interest in certain railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Security Agreement dated as of May 31, 2001 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Security Agreement").

B. The Security Agreement was recorded with the Surface Transportation Board on May 31, 2001 under recordation No. 23500-A.

C. Certificate Trustee and BALCAP are parties to that certain Assignment, Assumption and Transfer Agreement dated February 10, 2004 pursuant to which Certificate Trustee has assigned to BALCAP all its certain rights and obligations as "Borrower" under the Security Agreement with respect to such Railcars.

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank]



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

BANC OF AMERICA LEASING & CAPITAL, LLC  
By: [Signature]  
Name: Sonia T. Delen  
Title: Principal

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGEMENT**

STATE OF CALIFORNIA )  
COUNTY OF SAN FRANCISCO )

On February 5, 2004 before me, Susan A. Scaletti  
DATE NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared, Sonia T. Delen, Principal of Banc of America Leasing & Capital, LLC  
personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[Signature] (SEAL)  
NOTARY PUBLIC SIGNATURE



**OPTIONAL INFORMATION**

TITLE OR TYPE OF DOCUMENT \_\_\_\_\_  
DATE OF DOCUMENT \_\_\_\_\_ NUMBER OF PAGES \_\_\_\_\_  
SIGNER(S) OTHER THAN NAMED ABOVE \_\_\_\_\_

**SCHEDULE 1**

**Description of Railcars**

<b>Number of Units</b>	<b>Manufacturer</b>	<b>Model</b>	<b>Type</b>	<b>Marking</b>
(300) Three Hundred	Trinity	Plate C	118 ton, 3601 cubic foot capacity, non- lined aluminum bodied, covered hopper railcars	CLSX 5500 - 5799