

RECORDATION NO. 20070-A FILED

APR 28 '04

1-13 PM

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SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

April 28, 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 and Assumption Agreement, dated as of April 26, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the previously filed documents which were filed with the Board under Recordation Number 20070.

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

Assignor: Banc of America Leasing & Capital, LLC  
(successor to NationsBanc Leasing  
Corporation of North Carolina)  
555 California Street  
4th Floor  
San Francisco, California 94105

Assignee: General Electric Capital Corporation  
120 Long Ridge Road  
Stamford, Connecticut 06927

Mr. Vernon A. Williams  
April 28, 2004  
Page 2

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

525 hopper cars: CTRN 603001 – CTRN 603525.

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

Memorandum of Assignment and Assumption Agreement.

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

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MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT SUBFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT (the "Memorandum"), dated the 26<sup>th</sup> day of April, 2004, is made by Banc of America Leasing & Capital, LLC (successor to NationsBanc Leasing Corporation of North Carolina), Assignor, and General Electric Capital Corporation, Assignee.

**W I T N E S S E T H:**

The Parties hereto have entered into that certain Assignment and Assumption Agreement (the "Assignment and Assumption Agreement") dated as of December 31, 2003;

Under the Assignment and Assumption Agreement, the Assignor has assigned all of its right, title and interest in and to certain railroad equipment and leases and beneficial interests therein to Assignee, and Assignee has accepted and assumed all duties and obligations of Assignor with respect thereto arising on or after the date thereof. The interests assigned in the Assignment and Assumption Agreement are defined, collectively, as the Assigned Owner Interests. The documents being assigned are identified in Exhibit A attached hereto. The railroad equipment subject to the Assignment and Assumption Agreement is identified in Exhibit B attached hereto.

The Parties wish to show for the public record the existence of the aforementioned Assignment and Assumption Agreement and the respective interests therein of the Parties.

IN WITNESS WHEREOF, the each of the Parties has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC  
(Successor to NationsBanc Leasing Corporation  
of North Carolina), Assignor

By: Kim Lee

Name: Kim Lee

Title: Managing Director

GENERAL ELECTRIC CAPITAL CORPORATION,  
Assignee

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

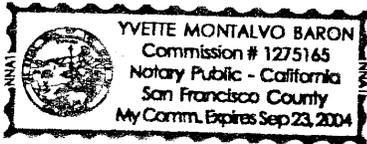
**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

State of California }  
County of San Francisco } ss.

On April 23rd, 2004, before me, Yvette Montalvo Baron, Notary Public  
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")  
personally appeared Kim Lee  
Name(s) of Signer(s)

personally known to me  
 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.

Yvette Montalvo Baron  
Signature of Notary Public

Place Notary Seal Above

**OPTIONAL**

*Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.*

**Description of Attached Document**

Title or Type of Document: \_\_\_\_\_

Document Date: \_\_\_\_\_ Number of Pages: \_\_\_\_\_

Signer(s) Other Than Named Above: \_\_\_\_\_

**Capacity(ies) Claimed by Signer**

Signer's Name: \_\_\_\_\_

- Individual
- Corporate Officer — Title(s): \_\_\_\_\_
- Partner —  Limited  General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: \_\_\_\_\_

Signer Is Representing: \_\_\_\_\_

**RIGHT THUMBPRINT OF SIGNER**

Top of thumb here

IN WITNESS WHEREOF, the each of the Parties has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

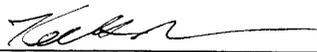
BANC OF AMERICA LEASING & CAPITAL, LLC  
(Successor to NationsBanc Leasing Corporation  
of North Carolina), Assignor

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

GENERAL ELECTRIC CAPITAL CORPORATION,  
Assignee

By: 

Name: Keith A. Helming  
Vice President

Title: \_\_\_\_\_

State of Connecticut

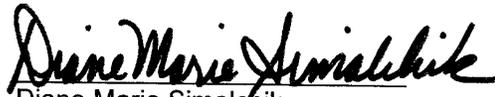
ss. (Stamford)

County of Fairfield

On this 26th day of April 2004, before me, Diane Marie Simalchik, the undersigned officer, personally appeared Keith A. Helming, who acknowledged himself to be a Vice President of General Electric Capital Corporation and that he as Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Vice President.

In witness whereof I hereunto set my hand.

DIANE MARIE SIMALCHIK  
NOTARY PUBLIC  
MY COMMISSION EXPIRES NOV. 30, 2005

  
Diane Marie Simalchik  
Notary Public

My Commission Expires:  
November 30, 2005

EXHIBIT A

**UNION PACIFIC 5/96**

1. Master Lease Agreement, dated as of May 17, 1996, between NationsBanc Leasing Corporation of North Carolina and Southern Pacific Transportation Company.
2. Rent Supplement, dated as of May 17, 1996, between NationsBanc Leasing Corporation of North Carolina and Southern Pacific Transportation Company.
3. Lease Supplement, dated as of May 20, 1996, between NationsBanc Leasing Corporation of North Carolina and Southern Pacific Transportation Company.
4. Warranty Bill of Sale, dated May 20, 1996, by Trinity Industries, Inc. to NationsBanc Leasing Corporation of North Carolina.
  - a. Acceptance Certificate (Lessor), dated May 24, 1996, by Southern Pacific Transportation Company
  - b. Acceptance Certificate (Lessee), dated May 24, 1996, by Southern Pacific Transportation Company.
5. Partial Assignment of Purchase Order, dated May 20, 1996, by and between Transaccess, L.P. and NationsBanc Leasing Corporation of North Carolina.
6. Lease Supplement, dated as of June 13, 1996, between NationsBanc Leasing Corporation of North Carolina and Southern Pacific Transportation Company.
7. Warranty Bill of Sale, dated June, 1996, by Trinity Industries, Inc. to NationsBanc Leasing Corporation of North Carolina
  - a. Acceptance Certificate (Lessor), dated June 18, 1996, by Southern Pacific Transportation Company.
  - b. Acceptance Certificate (Lessee), dated June 18, 1996, by Southern Pacific Transportation Company.

8. Partial Assignment of Purchase Order, dated June 13, 1996, by and between Transaccess, L.P. and NationsBanc Leasing Corporation of North Carolina.
9. Lease Supplement, dated as of June 28, 1996, between NationsBanc Leasing Corporation of North Carolina and Southern Pacific Transportation Company.
10. Warranty Bill of Sale, dated July 1996, by Trinity Industries, Inc. to NationsBanc Leasing Corporation of North Carolina.
  - a. Acceptance Certificate (Lessor), dated July 3, 1996, by Southern Pacific Transportation Company
  - b. Acceptance Certificate (Lessee), dated July 3, 1996, by Southern Pacific Transportation Company
11. Partial Assignment of Purchase Order, dated June 28, 1996, by and between Transaccess, L.P. and NationsBanc Leasing Corporation of North Carolina.
12. Lease Supplement, dated as of July 26, 1996, between NationsBanc Leasing Corporation of North Carolina and Southern Pacific Transportation Company
13. Warranty Bill of Sale, dated July 30, 1996, by Trinity Industries, Inc. to NationsBanc Leasing Corporation of North Carolina
  - a. Acceptance Certificate (Lessor), dated July 30, 1996, by Southern Pacific Transportation Company
  - b. Acceptance Certificate (Lessee), dated July 30, 1996, by Southern Pacific Transportation Company
14. Partial Assignment of Purchase Order, dated July 26, 1996, by and between Transaccess, L.P. and NationsBanc Leasing Corporation of North Carolina.
15. Lease Supplement, dated as of August 23, 1996, between NationsBanc Leasing Corporation of North Carolina and Southern Pacific Transportation Company.

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16. Warranty Bill of Sale, dated August 27, 1996, by Trinity Industries, Inc. to NationsBanc Leasing Corporation of North Carolina
    - a. Acceptance Certificate (Lessor), dated August 27, 1996, by Southern Pacific Transportation Company
    - b. Acceptance Certificate (Lessee), dated August 27, 1996, by Southern Pacific Transportation Company
  17. Partial Assignment of Purchase Order, dated August 23, 1996, by and between Transaccess, L.P. and NationsBanc Leasing Corporation of North Carolina.

EXHIBIT B  
(Rec. No. 20070)

525 hopper cars CTRN 603001 – CTRN 603525