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RECORDATION NO. 16760-E FILED

December 14, 2006

DEC 14 '06 -3 51 PM

SURFACE TRANSPORTATION BOARD

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 December 14, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Equipment Schedules 801 and 802 previously filed with the Board under Recordation Number 16760-C.

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

Assignor:	Wilmington Trust Company, not in its individual capacity but solely as Trustee for Sonoma Trust III Rodney Square North 1100 North Market Street Wilmington, DE 19801-0001
Assignee:	Banc of America Leasing & Capital, LLC One Financial Plaza Providence, RI 02901

Mr. Vernon A. Williams  
December 14, 2006  
Page 2

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

161 hopper railcars within the series UCEX 90001 – UCEX 90174  
(originally marked within the series ACCX 90001 – ACCX 90174)  
as more particularly set forth in the equipment schedule attached to the document.

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 \$34.00 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/sem  
Enclosures

DEC 14 '06 -3 01 PM

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT  
SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum") made and entered into as of December 14, 2006 by and between SONOMA TRUST III, as assignor ("Assignor"), and BANC OF AMERICA LEASING & CAPITAL, LLC, as assignee ("Assignee").

## WITNESSETH:

1. Assignor and Assignee have entered into an Assignment and Assumption Agreement dated as of the date hereof (the "Agreement"), pursuant to which Assignor agreed to sell and assign, and Assignee agreed to purchase from Assignor, Assignor's rights, liabilities, obligations, title and interest in and to certain equipment leases and the items of equipment leased thereunder.

2. Pursuant to the Agreement, Assignor has agreed to assign to Assignee, and Assignee has agreed to assume, Assignor's rights and obligations under that certain (a) Lease Schedule No. 801 dated February 20, 1990 of Union Electric Company (the "Lessee") and (b) Lease Schedule No. 802 dated March 20, 1990 of the Lessee (collectively, the "Lease Schedules"). A description of the lease relating to the railroad equipment and the Lease Schedules is set forth in Exhibit A hereto (the "Lease"). The railroad equipment is described in Exhibit B hereto (the "Equipment").

3. The parties hereto wish to show for public record, through this Memorandum, the existence of the Agreement and their respective interests therein. Accordingly, the parties 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 all parties are not signatories to the same counterpart.





EXHIBIT A

to

MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT

LEASE

Master Equipment Lease Agreement dated as of February 9, 1990 between EntreCap Financial Corporation, f/k/a Pitney Bowes Credit Corporation, and Union Electric Company d/b/a AmerenUE, as assignee (pursuant to Assignment and Assumption Agreement dated as of August 1, 2002) of Consolidation Coal Company.

EXHIBIT B  
to

MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT

EQUIPMENT

<b>Quantity</b>	<b>Description</b>	<b>Original Car Mark and Number</b>	<b>Current Car Mark and Number</b>
161	5-pocket, 105 ton, 4000 cubic foot, aluminum body 1990 Trinity Industries open top hopper coal rail cars	ACCX 90001-90174, excluding 90002, 90009, 90017, 90049, 90067, 90073, 90085, 90095, 90120, 90124, 90140, 90168, 90169	UCEX 90001-90174, excluding 90002, 90009, 90017, 90049, 90067, 90073, 90085, 90095, 90120, 90124, 90140, 90168, 90169

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**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

12/14/06



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Robert W. Alvord