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June 12, 2009

Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. 27970 FILED

JUN 12 '09 -9 2 0 AM

Dear Acting Secretary Quinlan:

SURFACE TRANSPORTATION BOARD

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 Lease Agreement, a primary document, dated as of June 11, 2009. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Lessee:

DAK Americas LLC
6324 Fairview Road,
Charlotte, NC 28210

A description of the equipment covered by the Memorandum of Lease Agreement consists of 96 Covered Hopper Cars numbered DAKX 45177-45184, inclusive, 45186-45252, inclusive, and 45254-45274, inclusive.

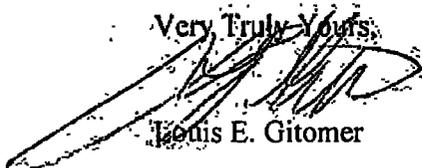
Honorable Anne K. Quinlan
June 12, 2009
Page 2

A fee of \$41.00 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: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4th Floor, Tucker, GA 30084-4431, and DAK Americas LLC, 6324 Fairview Road, Charlotte, NC 28210, covering 96 Covered Hopper Cars numbered DAKX 45177-45184, inclusive, 45186-45252, inclusive, and 45254-45274, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of June 11, 2009

between

DAK AMERICAS LLC,
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC
as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO
49 U.S.C. §11301 on June ____, 2009 at ____:____.m.

RECORDATION NO. 27970 FILED

JUN 12 '09 -9 2 0 AM

MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of June 11, 2009, by and between DAK AMERICAS LLC (the "Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC (the "Lessor"), with reference to the following:

Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All such Railcars are more fully described in that certain Rail Equipment Net Leasing Agreement dated as of May 28, 2009, and Schedule No. 90002 thereto and incorporating the terms thereof, dated as of June 10, 2009 (together with all riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

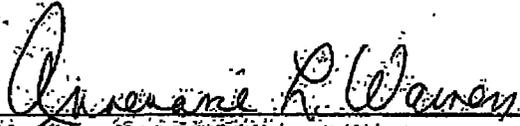
The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

BANC OF AMERICA LEASING & CAPITAL, LLC

By: 
Name: Annemarie L. Warren
Title: Vice President

DAK AMERICAS LLC

By: _____
Name:
Title:

By: _____
Name:
Title:

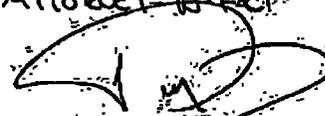
IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____
Name:
Title:

DAK AMERICAS LLC

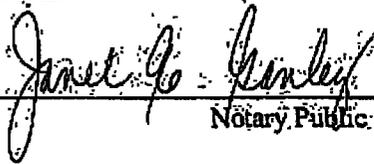
By:  _____
Name: Hector Camacho
Title: ATTORNEY-IN-FACT

By:  _____
Name: Juan Pardo Lozano
Title: ATTORNEY-IN-FACT

STATE OF Massachusetts)
) ss.
COUNTY OF Suffolk)

I HEREBY CERTIFY, that on this ____ day of June, 2009, before me, the undersigned, a Notary Public of the State of Massachusetts, personally appeared Annemarie L. Warren, who acknowledged himself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notarial seal.



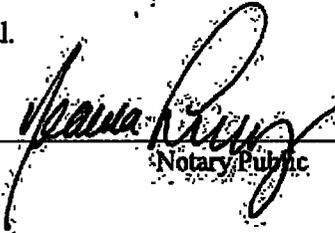
Notary Public

My commission expires: March 15, 2013.

STATE OF North Carolina)
) ss.
COUNTY OF Mecklenburg)

I HEREBY CERTIFY, that on this 10 day of June, 2009, before me, the undersigned, a Notary Public of the State of North Carolina, personally appeared Hector Camberos, who acknowledged himself to be the Attorney-in-fact of DAK AMERICAS LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Attorney-in-Fact of said company by signing the name of the company by himself as the Attorney-in-Fact ...

AS WITNESS my hand and notarial seal.



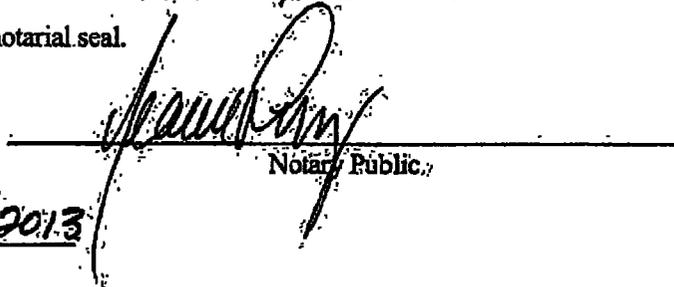
Notary Public

My commission expires: 09/30/2013

STATE OF North Carolina)
) ss.
COUNTY OF Mecklenburg)

I HEREBY CERTIFY, that on this 10 day of June, 2009, before me, the undersigned, a Notary Public of the State of North Carolina, personally appeared Juan Pablo Lozano, who acknowledged himself to be the Attorney-in-Fact of DAK AMERICAS LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Attorney-in-Fact of said company by signing the name of the company by himself as the Attorney-in-Fact ...

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires: 09/30/2013

Schedule of Equipment to
Equipment Bill of Sale

	Low Car Number	Year Built
(96) Specialty Covered Hopper	45177	95
Rollers	45178	95
5,711-5,800 Cubic Feet, 110 Tons	45179	95
(288,000 Pounds GRL)	45180	95
	45181	95
Car Initial: DAKX	45182	95
	45183	95
	45184	95
	45186	95
	45187	95
	45188	95
	45189	95
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	45191	95
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	45226	95
	45227	95
	45228	95
	45229	95
	45230	95
	45231	95
	45232	95

Schedule of Equipment to
Equipment Bill of Sale

45233	95
45234	95
45235	95
45236	95
45237	95
45238	95
45239	95
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45274	95