

LAW OFFICES OF  
**LOUIS E. GITOMER**

LOUIS E. GITOMER  
LOU\_GITOMER@VERIZON.NET

THE ADAMS BUILDING, SUITE 301  
600 BALTIMORE AVENUE  
TOWSON, MARYLAND 21204-4022  
(202) 466-6532  
FAX (410) 332 0885

October 26, 2010

Ms Cynthia T Brown  
Chief of the Section of Administration, Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D C 20423

RECORDATION NO. 29484-B FILED

OCT 26 '10 -4 03 PM

Dear Ms. Brown:

**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 Assignment and Assumption Agreement, a secondary document, dated as of October 19, 2010. The primary document to which this is connected is recorded under Recordation No. 29484. We request that this document be recorded under Recordation No. 29484-B.

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

Assignor:

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

Assignee:

Banc of America, N.A.  
2059 Northlake Parkway, 4 South  
Tucker, GA 30084

A description of the equipment covered by the Memorandum of Assignment and Assumption Agreement consists of 30 tank cars numbered SHPX 210617-210646, inclusive.

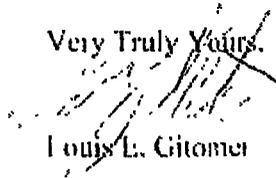
A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

Ms Cynthia T Brown  
October 26, 2010  
Page 2

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Assumption Agreement between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and Banc of America, N A., 2059 Northlake Parkway, 4 South, Tucker, GA 30084, covering 30 tank cars numbered SHPX 210617-210646, inclusive.

Very Truly Yours.

  
Louis L. Gitomer

Enclosure

**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

dated as of October 19, 2010

between

**BANC OF AMERICA LEASING & CAPITAL, LLC**  
as Assignor

and

**BANK OF AMERICA, N.A.**  
as Assignee

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT **SURFACE TRANSPORTATION BOARD**

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT is made and entered into as of October 19, 2010, by and between BANC OF AMERICA LEASING & CAPITAL, LLC ("Assignor"), and BANK OF AMERICA, N.A ("Assignee") with reference to the following:

1 Assignor has agreed to assign to Assignee Schedule Number 005 dated September 30, 2010 under the Rail Equipment Net Leasing Agreement No. 18858-90000 dated June 30, 2010 between Assignee, as lessor, and American Railcar Leasing, LLC ("Lessee")

2 A Memorandum of Lease Agreement dated as of September 30, 2010 between Assignee and Lessee, was recorded as Recordation No. 29484 with the Surface Transportation Board on September 30, 2010 for 30 tank cars numbered SHPX 210617-210646, inclusive.

3 This Memorandum of Assignment and Assumption Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Assignment and Assumption Agreement

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

BANC OF AMERICA LEASING & CAPITAL, LLC  
as Assignor

By Gail C. Beall  
Name: Gail C. Beall  
Title: Vice President

BANK OF AMERICA, N.A.  
as Assignee

By Patricia Smuck-Drew  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

STATE OF GEORGIA )  
 ) ss  
County of Dekalb )

On this 17 day of October, 2010, before me, Vivian Hankins, the undersigned Notary Public, personally appeared Patricia Smith-Disu personally known to me to be the person who executed the within instrument as Patricia Smith-Disu on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.



Vivian Hankins  
Notary Public for \_\_\_\_\_

My Commission expires \_\_\_\_\_  
**VIVIAN HANKINS**  
**NOTARY PUBLIC**  
Dekalb County - State of Georgia  
My Comm. Expires Oct 20, 2012

STATE OF GEORGIA )  
 ) ss.  
County of Dekalb )

On this 26 day of October, 2010, before me, Vivian Hankins, the undersigned Notary Public, personally appeared Gail C. Beall personally known to me to be the person who executed the within instrument as Gail C. Beall on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.



Vivian Hankins  
Notary Public for \_\_\_\_\_

My Commission expires \_\_\_\_\_  
**VIVIAN HANKINS**  
**NOTARY PUBLIC**  
Dekalb County - State of Georgia  
My Comm. Expires Oct. 20, 2012