RECORDATION NO 20485-B FILED
May 29, 2012 04:00 PM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

May 29, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

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 May 29, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 20485.

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

Assignor: General Electric Capital Corporation
901 Main Ave
Danbury, CT 06828

Assignee: Banc of America Leasing & Capital, LLC
555 California Street, 4th Floor
San Francisco, CA 94104

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

2 locomotives: PTRA 9602 and PTRA 9605

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 $41.00 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,

Edward M. Luria

EML/sem
Enclosures

RECORDATION NO 20485-B FILED
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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT (the "Memorandum"), dated the 29th day of May, 2012, is made by General Electric Capital Corporation ("Assignor") and Banc of America Leasing & Capital, LLC ("Assignee" and together with the Assignee, collectively, the "Parties").

W I TN 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 May 29, 2012;

Pursuant to the terms of the Assignment and Assumption Agreement, (a) the Assignor has assigned to Assignee all of Assignor's right, title and interest in and to the railroad equipment identified in Exhibit B attached hereto and all of Assignor's right, title and interest arising on or after the date thereof in and to the lease and other documents identified in Exhibit A attached hereto and (b) Assignee has accepted and assumed all duties and obligations of Assignor with respect thereto arising on or after the date thereof.

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.

[*Signatures Contained on Following Page*]

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

GENERAL ELECTRIC CAPITAL CORPORATION
Assignor

By: Patrice A. Powers

Name: Patrice A. Powers

Title: Attorney in Fact

BANC OF AMERICA LEASING & CAPITAL, LLC
Assignee

By:_____

Name:_____

Title:_____

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

GENERAL ELECTRIC CAPITAL CORPORATION
Assignor

By:_____

Name:_____

Title:_____

BANC OF AMERICA LEASING & CAPITAL, LLC
Assignee

By:_____

Name: Anita L. Garfagnoli

Title: Vice President

State of Illinois

ss.

County of Cook

On this 25 **day of** May, **2012**, before me, Brandy A Sickler, a Notary Public in and for said County and State, personally appeared Patrice A. Powers, who acknowledged himself/herself to be an attorney-in-fact **of General Electric Capital Corporation** and that he/she as such attorney-in-fact, being authorized so to do, executed the foregoing instrument for the purposes therein contained on behalf of said corporation.

In witness whereof I hereunto set my hand.

OFFICIAL SEAL
BRANDY A SICKLER
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:05/12/14

Brandy A. Sickler

Notary Public

My Commission Expires:
5/12/14

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

State of California
County of San Francisco

On 5/25/12 (Date) before me, Lori Karfus, notary public (Here Insert Name and Title of the Officer),
personally appeared Anita Garfagnoli (Name(s) of Signer(s)),

who 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.

LORI KERFUS
Commission # 1867569
Notary Public - California
San Francisco County
My Comm. Expires Jan 27, 2016

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: Lori Kerfus (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(s)

Signer's Name: _____	Signer's Name: _____
☐ Corporate Officer — Title(s): _____	☐ Corporate Officer — Title(s): _____
☐ Individual	☐ Individual
☐ Partner — ☐ Limited ☐ General	☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact	☐ Attorney in Fact
☐ Trustee	☐ Trustee
☐ Guardian or Conservator	☐ Guardian or Conservator
☐ Other: _____	☐ Other: _____
Signer Is Representing: _____	Signer Is Representing: _____
RIGHT THUMBPRINT OF SIGNER — Top of thumb here	RIGHT THUMBPRINT OF SIGNER — Top of thumb here

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Item #5907

EXHIBIT A

PORT TERMINAL RAILROAD ASSOCIATION

1. Master Equipment Lease Agreement, dated as of January 1, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.

   a Amendment No. 1, dated August 23, 1996.

   b Amendment No. 2, dated December 30, 1996

2 Purchase Agreement, dated as of January 22, 1996, between MK Rail Corporation and Port Terminal Railroad Association.

3. Intercreditor Agreement and Security Agreement, dated as of January 22, 1996, among Port Terminal Railroad Association, BankAmerica Business Credit, Inc. and MK Rail Corporation.

4 Assignment Agreement, dated as of January 22, 1996, among Port Terminal Railroad Association, NationsBank of Texas, National Association and MK Rail Corporation.

5. Construction Advance Agreement, dated as of January 22, 1996, between Port Terminal Railroad Association and NationsBank of Texas, National Association.

   a. Agreement, dated January 22, 1996, between MK Rail Corporation and Port Terminal Railroad Association.

   b. Revision of Schedule IV to Manufacturing Agreement, dated March 22, 1996.

6. Notice and Acknowledgment of Consent to Intercreditor Agreement and Security Agreement, dated May 23, 1996, among Port Terminal Railroad Association, MK Rail Corporation, BankAmerica Business Credit, Inc and NationsBank of Texas, National Association.

7. Lease Supplement and Acceptance Certificate No. 1, dated as of July 8, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.

   a. Warranty Bill of Sale, dated June 13, 1996, for Locomotive PTRA 9601.

   b. Warranty Bill of Sale, dated June 8, 1996, for Locomotive PTRA 9603.

   c. Warranty Bill of Sale, dated June 8, 1996, for Locomotive PTRA 9604.

   d. Certificate of Acceptance for Locomotive PTRA 9601.

   e. Certificate of Acceptance for Locomotive PTRA 9603.

   f Certificate of Acceptance for Locomotive PTRA 9604.

8. Lease Supplement and Acceptance Certificate No. 2, dated August 9, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.

   a. Warranty Bill of Sale, dated August 9, 1996, for Locomotive PTRA 9606.

   b. Certificate of Acceptance for Locomotive PTRA 9606.

9. Lease Supplement and Acceptance Certificate No. 3, dated August 23, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.

   a. Warranty Bill of Sale, dated August 23, 1996, for Locomotive PTRA 9605

   b. Warranty Bill of Sale, dated August 23, 1996, for Locomotive PTRA 9602.

   c. Certificate of Acceptance for Locomotive PTRA 9602.

   d. Certificate of Acceptance for Locomotive PTRA 9605.

10. Lease Supplement and Acceptance Certificate No. 4, dated August 27, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.

   a Warranty Bill of Sale, dated August 27, 1996, for Locomotive PTRA 9607.

   b. Certificate of Acceptance for Locomotive PTRA 9607.

11. Lease Supplement and Acceptance Certificate No. 5, dated September 5, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.

   a. Warranty Bill of Sale, dated September 5, 1996, for Locomotive PTRA 9608.

   b. Certificate of Acceptance for Locomotive PTRA 9608.

12. Lease Supplement and Acceptance Certificate No, 6, dated September 6, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.

   a. Warranty Bill of Sale, dated September 6, 1996, for Locomotive PTRA 9609

   b. Certificate of Acceptance for Locomotive PTRA 960911.

13. Lease Supplement and Acceptance Certificate No. 7, dated September 22, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.

   a. Warranty Bill of Sale, dated September 22, 1996, for Locomotive PTRA 9611.

   b. Certificate of Acceptance for Locomotive PTRA 9611.

14. Lease Supplement and Acceptance Certificate No 8, dated September 25, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.

a. Warranty Bill of Sale, dated September 25, 1996, for Locomotive PTRA 9612.

b. Certificate of Acceptance for Locomotive PTRA 9612.

15. Lease Supplement and Acceptance Certificate No. 9, dated October 2, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.

a. Warranty Bill of Sale, dated October 2, 1996, for Locomotive PTRA 9613.

b. Warranty Bill of Sale, dated October 2, 1996, for Locomotive PTRA 9614.

c. Certificate of Acceptance for Locomotive PTRA 9613.

d. Certificate of Acceptance for Locomotive PTRA 9644.

16. Lease Supplement and Acceptance Certificate No. 10, dated October 6, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.

a Warranty Bill of Sale, dated October 6, 1996, for Locomotive PTRA 9615.

b Certificate of Acceptance for Locomotive PTRA 9615.

17. Lease Supplement and Acceptance Certificate No. 11, dated October 11, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.

a. Warranty Bill of Sale, dated October 11, 1996, for Locomotive PTRA 9610.

b. Warranty Bill of Sate, dated October 11, 1996, for Locomotive PTRA 9616.

c. Certificate of Acceptance for Locomotive PTRA 9610.

d. Certificate of Acceptance for Locomotive PTRA 9616.

18. Lease Supplement and Acceptance Certificate No. 12, dated November 1, 1996 between NationsBank of Texas, National Association and Port Terminal Railroad Association.

a. Warranty Bill of Sale, dated November 1, 1996, for Locomotive PTRA 9618.

b. Certificate of Acceptance for Locomotive PTRA 9618.

19. Lease Supplement and Acceptance Certificate No. 13, dated November 3, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.

a. Warranty Bill of Sale, dated November 3, 1996, for Locomotive PTRA 9619.

b. Warranty Bill of Sale, dated November 3, 1996, for Locomotive PTRA 9620.

c. Certificate of Acceptance for Locomotive PTRA 9619.

d. Certificate of Acceptance for Locomotive PTRA 9620.

20. Lease Supplement and Acceptance Certificate No. 14, dated November 10, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.

a. Warranty Bill of Sale, dated November 10, 1996, for Locomotive PTRA 9617.

b. Certificate of Acceptance for Locomotive PTRA 9617.

21. Lease Supplement and Acceptance Certificate No. 15, dated November 15, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.

a. Warranty Bill of Sale, dated November 15, 1996, for Locomotive PTRA 9621.

b. Certificate of Acceptance for Locomotive PTRA 9621

22. Lease Supplement and Acceptance Certificate No. 16, dated November 16, 1996 between NationsBank of Texas, National Association and Port Terminal Railroad Association.

a Warranty Bill of Sale, dated November 16, 1996, for Locomotive PTRA 9622.

b. Certificate of Acceptance for Locomotive PTRA 9622.

23. Lease Supplement and Acceptance Certificate No. 17, dated November 20, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.

a. Warranty Bill of Sale, dated November 20, 1996, for Locomotive PTRA 9623.

b. Certificate of Acceptance for Locomotive PTRA 9623.

24. Lease Supplement and Acceptance Certificate No. 18, dated November 30, 1996, between NationsBank of Texas, National Association and Port Terminal Railroad Association.

a. Warranty Bill of Sale, dated November 30, 1996, for Locomotive PTRA 9624.

b. Certificate of Acceptance for Locomotive PTRA 9624.

25. Assignment and Assumption Agreement dated as of December 31, 2003 between Bank of America, National Association as transferor and General Electric Capital Corporation as transferee

a. Memoranda of Assignment and Assumption Agreements dated April 26, 2004.

b. Notice to Lessee dated January 26, 2004.

EXHIBIT B
(Rec. Nos. 20183, 20484-20500)

Rec. No.	Locomotives
20183	PTRA 9601, 9603, 9604
20484	PTRA 9606
20485	PTRA 9602, 9605
20486	PTRA 9607
20487	PTRA 9608
20488	PTRA 9609
20489	PTRA 9510, 9616
20490	PTRA 9611
20491	PTRA 9612
20492	PTRA 9613, 9614
20493	PTRA 9615
20494	PTRA 9617
20495	PTRA 9618
20496	PTRA 9619, 9620
20497	PTRA 9621
20498	PTRA 9622
20499	PTRA 9623
20500	PTRA 9624

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 5/29/12

Edward M Luria

Edward M. Luria