

RECORDATION NO 14599-W FILED
June 29, 2012 08:00 AM
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

June 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 an Assignment of Memorandum of Trust Agreement, dated as of June 28, 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 Numbers 14599-U and -V.

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

Assignor: Banc of America Leasing & Capital, LLC (as successor by merger to LaSalle National Leasing Corporation)
555 California Street, 4th floor
San Francisco, CA 94104

Assignee: The Huntington National Bank
105 East Fourth Street, Suite 200C
Cincinnati, OH 45202

Section Chief
June 29, 2012
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A description of the railroad equipment covered by the enclosed document is:

124 tank cars within the series TGAX 131400 - TGAX 131533 as more particularly set forth in the schedule attached to the document.

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

Assignment of Memorandum of Trust 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 each of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem
Enclosures

ASSIGNMENT OF MEMORANDUM OF TRUST AGREEMENT

dated as of June 28, 2012

between

BANC OF AMERICA LEASING & CAPITAL, LLC,
as Assignor

and

THE HUNTINGTON NATIONAL BANK
as Assignee

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49
U.S.C. §11301

on June __, 2012 at __:__.m.

ASSIGNMENT OF MEMORANDUM OF TRUST AGREEMENT

This Assignment of Memorandum of Trust Agreement is dated as of June 28, 2012 by and between THE HUNTINGTON NATIONAL BANK ("HNB"), 105 East Fourth Street, Suite 200C (CN200C) Cincinnati, OH 45202, the assignee, and BANC OF AMERICA LEASING & CAPITAL, LLC ("BALC"), the assignor.

WITNESSETH:

1. SOJITZ AMERICA CAPITAL CORPORATION, as sole beneficiary and Owner Participant, ("SOJITZ") entered into an Amended and Restated Trust Agreement dated as of October 1, 2005 with U.S. Bank, National Association ("USB"), as Owner Trustee, which was recorded at the Surface Transportation Board (the "Board") on November 9, 2005 under Recordation No. 14599-U (the "Amended and Restated Trust Agreement").

2. SOJITZ assigned all of its beneficial interest, rights and title in and to the Amended and Restated Trust Agreement as well as those certain items of railroad equipment more fully described on Exhibit A hereto (the "Units") to LASALLE NATIONAL LEASING CORPORATION ("LASALLE"), which was recorded at the Board on September 6, 2006 under Recordation No. 14599-V.

3. BALC, as successor by merger to LASALLE, is Beneficiary to the Amended and Restated Trust Agreement and the beneficial owner of the Units.

2. BALC and HNB have entered a Purchase and Sale Agreement and Assignment and Assumption Agreement, both dated to be effective as June 28, 2012 whereby HNB is acquiring the beneficial interests of BALC in the Units that are subject to the Amended and Restated Trust Agreement.

3. This Assignment of Memorandum of Trust Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, each of the parties hereto has caused this Assignment of Memorandum of Trust Agreement to be executed by their duly authorized officers as of the date first written above.

THE HUNTINGTON NATIONAL BANK
as Assignee

By: Jessica J. Govash
Name: Jessica J. Govash
Title: Authorized Signatory

STATE OF OHIO)
) ss
COUNTY OF)

On this 28th day of June, 2012, before me personally appeared Jessica J. Govash, to me personally known, who being by me duly sworn, says that (s)he is the Authorized Signatory, of The Huntington National Bank that the foregoing instrument was executed in his/her authorized capacity, signed on behalf of said limited liability corporation, and (s)he acknowledged that the execution of the said instrument was his free act and deed.

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.

Darlene Williams
NOTARY PUBLIC

My commission expires:

[STB Filing]



DARLENE WILLIAMS
Notary Public, State of Ohio
My Commission Expires May 13, 2014

IN WITNESS WHEREOF, each of the parties hereto has caused this Assignment of Memorandum of Trust Agreement to be executed by their duly authorized officers as of the date first written above.

BANC OF AMERICA LEASING &
CAPITAL, LLC
as Assignor

By: Andy Capdarest
Name: Andy Capdarest
Title: Director

STATE OF CALIFORNIA)
) ss
COUNTY OF SAN FRANCISCO)

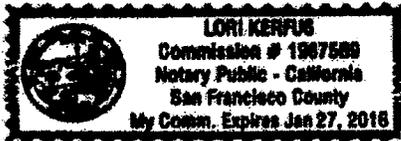
On this 27 day of June, 2012, before me personally appeared Lori Kerfus ^{Notary} Public to me personally known, who being by me duly sworn, says that (s)he is the Andy Capdarest, of Banc of America Leasing & Capital, LLC that the foregoing instrument was executed in his/her authorized capacity, signed on behalf of said limited liability corporation, and (s)he acknowledged that the execution of the said instrument was his free act and deed.

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.

Lori Kerfus
NOTARY PUBLIC

My commission expires: 1/27/16



[STB Filing]

EXHIBIT A:

Lease No. 1

1	TGAX	131400	
2	TGAX	131401	
3	TGAX	131406	
4	TGAX	131409	
5	TGAX	131410	
6	TGAX	131413	
7	TGAX	131414	
8	TGAX	131416	
9	TGAX	131418	
10	TGAX	131419	
11	TGAX	131423	
12	TGAX	131424	
13	TGAX	131425	
14	TGAX	131430	
15	TGAX	131434	
16	TGAX	131435	
17	TGAX	131436	
18	TGAX	131439	
19	TGAX	131441	
20	TGAX	131443	
21	TGAX	131449	
22	TGAX	131451	
23	TGAX	131457	Casualty
24	TGAX	131459	
25	TGAX	131461	
26	TGAX	131462	
27	TGAX	131463	
28	TGAX	131464	
29	TGAX	131465	
30	TGAX	131468	
31	TGAX	131481	
32	TGAX	131482	
33	TGAX	131485	
34	TGAX	131486	
35	TGAX	131488	
36	TGAX	131489	
37	TGAX	131490	
38	TGAX	131492	
39	TGAX	131495	
40	TGAX	131503	
41	TGAX	131514	
42	TGAX	131515	
43	TGAX	131516	

44	TGAX	131517	
45	TGAX	131519	Casualty
46	TGAX	131520	
47	TGAX	131521	
48	TGAX	131525	
49	TGAX	131531	
50	TGAX	131532	
51	TGAX	131533	

Lease No. 2

1	TGAX	131402	
2	TGAX	131403	
3	TGAX	131404	
4	TGAX	131405	
5	TGAX	131407	
6	TGAX	131408	
7	TGAX	131411	
8	TGAX	131412	
9	TGAX	131415	
10	TGAX	131417	
11	TGAX	131420	
12	TGAX	131421	
13	TGAX	131422	
14	TGAX	131426	
15	TGAX	131428	
16	TGAX	131429	Casualty
17	TGAX	131431	
18	TGAX	131432	Casualty
19	TGAX	131433	
20	TGAX	131437	
21	TGAX	131438	
22	TGAX	131440	
23	TGAX	131442	
24	TGAX	131444	
25	TGAX	131445	
26	TGAX	131446	
27	TGAX	131447	
28	TGAX	131448	
29	TGAX	131450	Casualty
30	TGAX	131452	
31	TGAX	131453	
32	TGAX	131454	
33	TGAX	131455	
34	TGAX	131456	
35	TGAX	131458	
36	TGAX	131460	

37	TGAX	131466	
38	TGAX	131467	
39	TGAX	131469	
40	TGAX	131470	
41	TGAX	131471	
42	TGAX	131472	
43	TGAX	131473	
44	TGAX	131474	
45	TGAX	131475	
46	TGAX	131476	Casualty
47	TGAX	131477	
48	TGAX	131479	
49	TGAX	131480	
50	TGAX	131483	
51	TGAX	131484	
52	TGAX	131487	Casualty
53	TGAX	131491	
54	TGAX	131493	
55	TGAX	131494	
56	TGAX	131496	
57	TGAX	131497	
58	TGAX	131498	
59	TGAX	131499	
60	TGAX	131500	
61	TGAX	131501	
62	TGAX	131502	
63	TGAX	131504	
64	TGAX	131505	
65	TGAX	131506	
66	TGAX	131507	
67	TGAX	131508	
68	TGAX	131509	
69	TGAX	131510	
70	TGAX	131511	
71	TGAX	131512	
72	TGAX	131513	
73	TGAX	131522	
74	TGAX	131523	
75	TGAX	131524	
76	TGAX	131526	
77	TGAX	131527	
78	TGAX	131528	
79	TGAX	131529	
80	TGAX	131530	

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: 6/29/12

Edward M Luria
Edward M. Luria