

RECORDATION NO 25606-B

FILED

August 01, 2012 12:00 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

August 1, 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 July 31, 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 25606.

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

Assignor: Banc of America Leasing & Capital, LLC (successor
in interest to LaSalle National Leasing Corporation)
One Financial Plaza
Providence, RI 02903

Assignee: GATX Corporation
4 Embarcadero Center, Suite 2100
San Francisco, CA 94111

Section Chief
August 1, 2012
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A description of the railroad equipment covered by the enclosed document is:

15 railcars: FMLX 200044 – FMLX 200058.

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,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a checkmark to its left.

✓ Edward M. Luria

EML/sem
Enclosures

August 01, 2012 12:00 PM

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT
SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT is dated as of July 31, 2012, by and between Banc of America Leasing & Capital, LLC, a Delaware limited liability company, successor in interest to LaSalle National Leasing Corporation ("Assignor"), and GATX Corporation, a New York corporation ("Assignee").

WITNESSETH:

1. Assignor, as lessor, entered into (i) that certain Equipment Schedule No. 1 (the "Lease Schedule") dated as of May 26, 2005, with FMC Corporation, as lessee ("Lessee"), incorporating the terms of that certain Rail Equipment Lease Agreement dated as of May 26, 2005 (the "Master Lease Agreement"), by and between Assignor and Lessee, for certain railcars described in Exhibit A attached hereto (the "Railcars," and the Lease Schedule, incorporating the Master Lease Agreement, as it relates only to the railcars specified in the Lease Schedule, collectively, the "Lease").

2. Assignor and Assignee have entered into that certain Assignment and Assumption Agreement dated as of July 31, 2012, which is evidenced by this Memorandum of Assignment and Assumption Agreement with respect to the Lease and the Railcars.

3. This Memorandum of Assignment and Assumption 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.

[SIGNATURE PAGE FOLLOWS.]

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Assumption 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)
)
COUNTY OF SAN FRANCISCO)

On July 30, 2012, before me, Lori Kerfus, Notary Public, personally appeared Andy Capdarost, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that s/he executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

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

GATX Corporation,
as Assignee

By: *Linda Hexem*
Name: Linda Hexem
Title: Vice President and Managing Director
Structured Finance

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On July 30, 2012, before me, Nicholette Maris, Notary Public, personally appeared Linda Hexem, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

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.

Nicholette Maris
Notary Public
My Commission expires: May 17, 2015

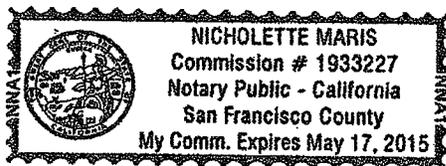


EXHIBIT A

Description of Railcars: Trinity Industries Railroad Tank cars

Quantity: Fifteen (15)

Car Marks: FMLX 200044-200058

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: 8/1/12

Edward M Luria
Edward M. Luria