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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

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

January 7, 2010

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 of Lease, dated as of December 31, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Lease and Assignment previously filed with the Board under Recordation Numbers 23702-C and 23702-D.

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

Assignor: SunTrust Equipment Finance & Leasing Corp.
300 E. Joppa Road, Suite 700
Towson, MD 21286

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

Section Chief
January 7, 2010
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A description of the railroad equipment covered by the enclosed document is:

63 hopper cars within the series XOMX 717095 - XOMX 717250 as more particularly set forth in the attachment to the document.

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

Memorandum of Assignment of Lease.

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 'R. W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF ASSIGNMENT OF LEASE

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF ASSIGNMENT OF LEASE is dated as of December 31, 2009, by and between SUNTRUST EQUIPMENT FINANCE & LEASING CORP. ("Assignor"), and BANC OF AMERICA LEASING & CAPITAL, LLC ("Assignee").

WITNESSETH:

1. Assignor, as lessor, is party to that certain Lease Supplement No. 4, dated as of December 14, 2001 (the "Lease Supplement"), entered into pursuant to that certain Equipment Lease Agreement, dated as of October 11, 2001 (the "Lease"), each between The Equipment Funding Group, a division of Provident Commercial Group, Inc. ("Original Assignor"), and Procurement, a division of ExxonMobil Global Services Company, on behalf of Exxon Mobil Corporation, as previously assigned by the Original Assignor to SunTrust Leasing Corporation, predecessor to Assignor, for certain railcars described in Exhibit A attached hereto (the "Railcars"). A Memorandum of Lease, dated as of October 11, 2001, was recorded at the Surface Transportation Board (the "Board") on December 14, 2001 at 9:51 a.m. under Recordation Number 23702-C. A Memorandum of Assignment, dated as of December __, 2001, was recorded at the Board on December 27, 2001 at 3:37 p.m. under Recordation Number 23702-D.

2. Assignor and Assignee have entered into that certain Assignment and Specification of Assigned Lease Schedule, dated as of December 31, 2009, incorporating that certain Master Assignment Agreement, dated as of December 31, 2007, which is evidenced by this Memorandum of Assignment of Lease with respect to the Lease and the Railcars.

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

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

[Signatures and notaries appear on following page.]

ASSIGNEE:

BANC OF AMERICA LEASING & CAPITAL, LLC

By: Laurene N. Cockett
Name: Laurene N. Cockett
Title: Vice President

STATE OF CALIFORNIA §
 § SS.
COUNTY OF SAN FRANCISCO §

On this ____ day of December, 2009, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he/she is _____ of BANC OF AMERICA LEASING & CAPITAL, LLC, and that the foregoing Memorandum of Assignment of Lease was signed on behalf of said entity. Further, he/she acknowledged that the execution of the foregoing Memorandum of Assignment of Lease was the free act and deed of said entity.

Notary Public

[Notarial Seal]

My commission expires.

ACKNOWLEDGMENT

State of California
County of SAN FRANCISCO

On 12-29-09 before me, YVETTE MONTALVO BARON, NOTARY PUBLIC
(insert name and title of the officer)

personally appeared LAURENCE D. COCKETT
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

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 Yvette Montalvo Baron (Seal)



EXHIBIT A

DESCRIPTION OF CARS:

CF 6221 Centerflow Hopper Cars.

QUANTITY:

63

REPORTING MARKS AND IDENTIFYING NUMBERS:

Car #s	Car #s	Car #s
XOMX 717095	XOMX 717219	XOMX 717250
XOMX 717145	XOMX 717220	
XOMX 717188	XOMX 717221	
XOMX 717190	XOMX 717222	
XOMX 717191	XOMX 717223	
XOMX 717193	XOMX 717224	
XOMX 717194	XOMX 717225	
XOMX 717195	XOMX 717226	
XOMX 717196	XOMX 717227	
XOMX 717197	XOMX 717228	
XOMX 717198	XOMX 717229	
XOMX 717199	XOMX 717230	
XOMX 717200	XOMX 717231	
XOMX 717201	XOMX 717232	
XOMX 717202	XOMX 717233	
XOMX 717203	XOMX 717234	
XOMX 717204	XOMX 717235	
XOMX 717205	XOMX 717236	
XOMX 717206	XOMX 717237	
XOMX 717207	XOMX 717238	
XOMX 717208	XOMX 717239	
XOMX 717209	XOMX 717240	
XOMX 717210	XOMX 717241	
XOMX 717211	XOMX 717242	
XOMX 717212	XOMX 717243	
XOMX 717213	XOMX 717244	
XOMX 717214	XOMX 717245	
XOMX 717215	XOMX 717246	
XOMX 717216	XOMX 717247	
XOMX 717217	XOMX 717248	
XOMX 717218	XOMX 717249	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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:

11/7/2010



Robert W Alvord

