

RECORDATION NO. 29331-B  
FILED

JUN 30 '10 -1 50 PM

SURFACE TRANSPORTATION BOARD

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

June 30, 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 Subleases, dated as of June 30, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Lease Agreement being filed with the Board under Recordation Numbers 29331 and 29331-A

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

Lessor/Assignee Banc of America Leasing & Capital  
2059 Northlake Parkway, 4<sup>th</sup> Floor  
Tucker, GA 30084

Lessee/Assignor American Railcar Leasing LLC  
620 North Second Street  
St. Charles, Missouri 63301

Section Chief  
June 30, 2010  
Page 6

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

181 railcars: SHPX 464607 - SHPX 464742, SHPX 210647 - SHPX 210671 and SHPX 210597 - SHPX 210616.

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

Memorandum of Assignment of Subleases.

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,



Robert W. Alvord

RWA/sem  
Enclosures

**MEMORANDUM OF ASSIGNMENT OF SUBLEASES**

**between**

**AMERICAN RAILCAR LEASING LLC,  
as Lessee**

**and**

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

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

**on June \_\_\_\_, 2010 at \_\_\_\_:\_\_\_\_.m.**

**STB - (Subleases)**

JUN 30 '10 -1 50 PM

**MEMORANDUM OF ASSIGNMENT OF SUBLEASES SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF ASSIGNMENT OF SUBLEASES is effective as of June 30, 2010, by and between AMERICAN RAILCAR LEASING LLC ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC, ("Lessor"), with reference to the following:

Lessee, as lessee, Lessor, as lessor, are parties to that certain Subleasing Consent and Amendment dated as of June 30, 2010 (as amended, the "Subleasing Consent and Amendment") whereby Lessee has pledged, assigned, transferred and granted to Lessor, a continuing, first priority security interest in any and all Lease Agreements (as defined in the Subleasing Consent and Amendment) to the extent the same relate to the railcars described in Exhibit A hereto (the "Units"), together with all proceeds thereof, including proceeds in the form of goods, accounts, chattel paper, documents, instruments, general intangibles, investment property, deposit accounts, letter of credit rights and supporting obligations, and all books and records solely regarding the leasing or subleasing of the Units under the Agreement, the Schedules thereto and the Lease Agreements (each as defined in the Subleasing Consent and Amendment).

[ *signatures appear on next page* ]

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

**Banc of America Leasing & Capital, LLC**

**American Railcar Leasing LLC**

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

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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

**Banc of America Leasing & Capital, LLC**

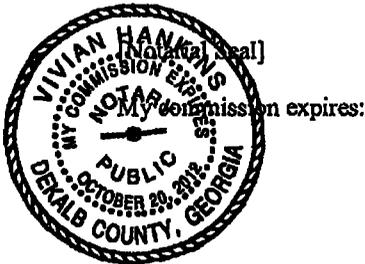
**American Railcar Leasing LLC**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By: Umesh Choksi  
Name: Umesh Choksi  
Title: SVP, CFO & Treasurer

STATE OF Georgia  
COUNTY OF Dekalb  
TO WIT:

On this 26<sup>th</sup> day of June, 2010 before me appeared Gail C. Beall, to me personally known, who being by me duly sworn, says that he is the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, that said instrument was signed on \_\_\_\_\_, 2010 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Vivian Hankins  
Notary Public

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

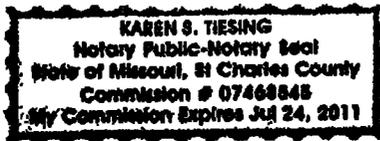
STATE OF MISSOURI,  
COUNTY OF ST. CHARLES,  
TO WIT:

On this 28 day of June, 2010 before me appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he is the SVP, Chief Financial Officer and Treasurer of AMERICAN RAILCAR LEASING LLC, that said instrument was signed on June 28, 2010 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Karen S. Tiesing  
Notary Public

My commission expires: July 24, 2011



STB - ..

(Subleasing)

**EXHIBIT A**  
**DESCRIPTION OF UNITS**

<b><u>Asset Mark</u></b>	<b><u>Unit Type</u></b>	<b><u>AAR Code</u></b>	<b><u>Sublessee Code</u></b>
SHPX 464607-464742, inclusive	Hopper Cars	C114	1534
SHPX 210647-210671, inclusive	Tanker	T104	154
SHPX 210597-210616, inclusive	Tanker	T105	120

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: 6/30/10



\_\_\_\_\_  
Robert W. Alvord