

LAW OFFICES OF
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October 26, 2010

Ms Cynthia T Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S W
Washington, D C 20423

RECORDATION NO. 29507-B FILED

OCT 26 '10 -4 00 PM

Dear Ms. Brown:

U.S. DEPARTMENT OF TRANSPORTATION BOARD

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Assumption Agreement, a secondary document, dated as of October 19, 2010. The primary document to which this is connected is recorded under Recordation No. 29507. We request that this document be recorded under Recordation No. 29507-B.

The names and addresses of the parties to the Memorandum of Assignment and Assumption Agreement are:

Assignor:

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Assignee:

Banc of America, N.A.
2059 Northlake Parkway, 4 South
Tucker, GA 30084

A description of the equipment covered by the Memorandum of Assignment and Assumption Agreement consists of 18 tank cars numbered SHPX 432966-432983, inclusive.

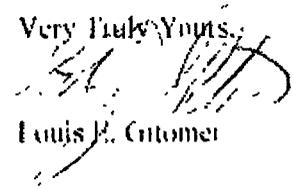
A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

Ms Cynthia T Brown
October 26, 2010
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A short summary of the document to appear in the index follows: a Memorandum of Assignment and Assumption Agreement between Banc of America Leasing & Capital, I.L.C, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and Banc of America, N A., 2059 Northlake Parkway, 4 South, Tucker, GA 30084, covering 18 tank cars numbered SHPX 432966-432983, inclusive

Very Truly Yours,



Louis J. Contomi

Enclosure

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

dated as of October 19, 2010

between

BANC OF AMERICA LEASING & CAPITAL, LLC
as Assignor

and

BANK OF AMERICA, N.A.
as Assignee

OCT 26 '10 -4 00 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT is made and entered into as of October 19, 2010, by and between BANC OF AMERICA LEASING & CAPITAL, LLC ("Assignor"), and BANK OF AMERICA, N A ("Assignee") with reference to the following.

1 Assignor has agreed to assign to Assignee Schedule Number 006 dated October 15, 2010 under the Rail Equipment Net Leasing Agreement No. 18858-90000 dated June 30, 2010 between Assignee, as lessor, and American Railcar Leasing, LLC ("Lessee").

2 A Memorandum of Lease Agreement dated as of October 15, 2010 between Assignee and Lessee, was recorded as Recordation No 29507 with the Surface Transportation Board on October 15, 2010 for 18 tank cars numbered SHPX 432966-432983, inclusive

3 This Memorandum of Assignment and Assumption Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Assignment and Assumption Agreement.

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

BANC OF AMERICA LEASING & CAPITAL, LLC
as Assignor

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

BANK OF AMERICA, N.A.
as Assignee

By: Patricia Smith-Dice
Name: _____
Title: _____

STATE OF GEORGIA)
) ss.
County of Dekalb)

On this 20 day of October, 2010, before me, Vivian Hankins, the undersigned Notary Public, personally appeared Patricia Smith-Disu personally known to me to be the person who executed the within instrument as Patricia Smith-Disu on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.



Vivian Hankins
Notary Public for _____
My Commission expires _____

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

STATE OF GEORGIA)
) ss.
County of Dekalb)

On this 20 day of October, 2010, before me, Vivian Hankins, the undersigned Notary Public, personally appeared Gail C. Beall personally known to me to be the person who executed the within instrument as Gail C. Beall on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.



Vivian Hankins
Notary Public for _____
My Commission expires _____

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