

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

RECORDATION NO. 27155-E FILED

DEC 30 '10 -12 4 5 PM

SURFACE TRANSPORTATION BOARD

December 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, dated as of December 31, 2010, 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 27155.

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

Assignor: Wachovia Financial Services, Inc. (as
successor to First Union Rail Corporation)
One First Union Center
Charlotte, NC 28288

Assignee: Wells Fargo Bank, National Association
c/o Wells Fargo Equipment Finance, Inc.
301 South College Street, 18th Floor
Charlotte, NC 28202

Chief
Section of Administration
December 30, 2010
Page 2

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

755 railcars (excluding casualties): FURX 931365 - FURX 931484, CAGY 4001 - CAGY 4050, CAGY 7001 - CAGY 7050, KCS 720000 - KCS 720149, FURX 863424, CEFX 64798 and within the series NDYX 130076 - NDYX 130139, NDYX 863330 - NDYX 863399, TILX 637853 - TILX 637902, TILX 194195 - TILX 195844 and RWSX 7202 - RWSX 7320 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.

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

DEC 30 '10 -12 4 5 PM

MEMORANDUM OF ASSIGNMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT effective as of December 31, 2010 ("Memorandum") is between Wachovia Financial Services, Inc. (as successor to First Union Rail Corporation) ("Assignor") and Wells Fargo Bank, National Association ("Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Assignor, as lessee, has leased from Wells Fargo Bank Northwest, National Association, as owner trustee, as lessor, certain railroad cars more particularly described on Schedules 1, 2, 3, 4 and 5 attached hereto pursuant to Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4 and Lease Supplement No. 5 to that certain Equipment Lease Agreement (FURC Trust No. 2007-2A), each dated as of September 12, 2007 (hereinafter together as amended, modified, supplemented and or replaced from time to time as the "Lease"), evidence of which was filed with the STB and the RGC, on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule A attached hereto.

B. Assignor and Assignee are parties to that certain Assignment and Assumption Agreement (FURC Trust No. 2007-2A) dated as of the effective date hereof, pursuant to which Assignor has assigned all of its right, title, interest and obligations in and to the Lease and Assignee has assumed the obligations of Assignor under the Lease.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank.]

Schedule A

A Memorandum of Equipment Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4 and Lease Supplement No. 5 was recorded with (i) the Surface Transportation Board on September 12, 2007 at 8:00 a.m. under recordation number 27155, and (ii) the Registrar General of Canada on September 12, 2007.

An Amendment No. 1 to Memorandum of Equipment Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4 and Lease Supplement No. 5 was recorded with (i) the Surface Transportation Board on February 21, 2008 at 3:50 p.m. under recordation number 27155-B, and (ii) the Registrar General of Canada on February 22, 2008.

A Memorandum of Assignment was recorded with (i) the Surface Transportation Board on July 3, 2008 under recordation number 27155-C at 9:00 a.m., and (ii) the Registrar General of Canada on July 3, 2008.

An Amendment No. 2 to Memorandum of Equipment Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4 and Lease Supplement No. 5 was recorded with (i) the Surface Transportation Board on March 12, 2010 at 1:00 p.m. under recordation number 27155-D, and (ii) the Registrar General of Canada on March 12, 2010.

Schedule 1

Description of Equipment under Lease Supplement No. 1

| Basic Group | Equipment Description | Unit Mark | Unit Nos. | # of Units | Builder |
|--------------------|--|----------------------------------|----------------------------------|-------------------|-------------------|
| A | Aluminum Coal Hoppers, 4,200 cu.ft., equipped with rapid discharge gates and rotary couplers, 286,000 lb. GRL (K341) | See Schedule 1-A attached hereto | See Schedule 1-A attached hereto | 115 ¹ | Johnstown America |

Schedule 2

Description of Equipment under Lease Supplement No. 2

| Basic Group | Equipment Description | Unit Mark | Unit Nos. | # of Units | Builder |
|--------------------|--|------------------|--------------------------------|-------------------|--------------------------|
| B | Open Hoppers, Aluminum AutoFlood III™, rotary, automatic discharge, 4,200 cu.ft., 286,000 lb. GRL (K341) | FURX | 931365-931484 (both inclusive) | 120 | FreightCar America, Inc. |

Schedule 3

Description of Equipment under Lease Supplement No. 3

| Basic Group | Equipment Description | Unit Mark | Unit Nos. | # of Units | Builder |
|--------------------|--|---------------------|---|-------------------|-------------------------|
| C | Covered Coil Cars with steel insulated covers, 286,000 lb. GRL (E241), 100 cars with 4 coil stops and 150 cars with 6 coil stops | CAGY KCS CAGY | 004001-004050 (both inclusive); 720000-720149 (both inclusive); and 007001-007050 (both inclusive) | 250 | National Steel Car Ltd. |

¹ Originally 118 Units (CEFX 64685, CEFX64794 and RWSX 7230 subject to casualty)

Schedule 4

Description of Equipment under Lease Supplement No. 4

| Basic Group | Equipment Description | Unit Mark | Unit Nos. | # of Units | Builder |
|--------------------|---|----------------------------------|----------------------------------|-------------------|--------------------------|
| D | 6,351 cu.ft. Covered Hoppers equipped with four 42" x 42" gates, 286,000 lb. GRL (C114) | See Schedule 4-A attached hereto | See Schedule 4-A attached hereto | 120 | Trinity Industries, Inc. |

Schedule 5

Description of Equipment under Lease Supplement No. 5

| Basic Group | Equipment Description | Unit Mark | Unit Nos. | # of Units | Builder |
|--------------------|---|----------------------------------|----------------------------------|-------------------|--------------------------|
| E | DOT 111A100W1 30,000 gallon, non-insulated, non-coiled Tank Cars (T108) | See Schedule 5-A attached hereto | See Schedule 5-A attached hereto | 150 | Trinity Industries, Inc. |

Schedule 1-A

| | |
|------|--------|
| RWSX | 007202 |
| RWSX | 007203 |
| RWSX | 007204 |
| RWSX | 007205 |
| RWSX | 007206 |
| RWSX | 007207 |
| RWSX | 007209 |
| RWSX | 007210 |
| RWSX | 007211 |
| RWSX | 007212 |
| RWSX | 007213 |
| RWSX | 007214 |
| RWSX | 007215 |
| RWSX | 007216 |
| RWSX | 007217 |
| RWSX | 007218 |
| RWSX | 007219 |
| RWSX | 007220 |
| RWSX | 007221 |
| RWSX | 007222 |
| RWSX | 007223 |
| RWSX | 007224 |
| RWSX | 007225 |
| RWSX | 007226 |
| RWSX | 007227 |
| RWSX | 007228 |
| RWSX | 007229 |
| RWSX | 007231 |
| RWSX | 007232 |
| RWSX | 007233 |
| RWSX | 007234 |
| RWSX | 007235 |
| RWSX | 007236 |
| RWSX | 007238 |
| RWSX | 007239 |
| RWSX | 007240 |
| RWSX | 007241 |
| RWSX | 007242 |
| RWSX | 007243 |
| RWSX | 007244 |
| RWSX | 007245 |
| RWSX | 007246 |
| RWSX | 007247 |
| RWSX | 007248 |

| | |
|------|--------|
| RWSX | 007249 |
| RWSX | 007250 |
| RWSX | 007251 |
| RWSX | 007252 |
| RWSX | 007253 |
| RWSX | 007254 |
| RWSX | 007255 |
| RWSX | 007256 |
| RWSX | 007257 |
| RWSX | 007258 |
| RWSX | 007259 |
| RWSX | 007260 |
| RWSX | 007261 |
| RWSX | 007262 |
| RWSX | 007263 |
| RWSX | 007264 |
| RWSX | 007265 |
| RWSX | 007266 |
| RWSX | 007267 |
| RWSX | 007268 |
| RWSX | 007269 |
| RWSX | 007270 |
| RWSX | 007271 |
| RWSX | 007272 |
| RWSX | 007273 |
| RWSX | 007274 |
| RWSX | 007275 |
| RWSX | 007276 |
| RWSX | 007277 |
| RWSX | 007278 |
| RWSX | 007279 |
| RWSX | 007280 |
| RWSX | 007281 |
| RWSX | 007282 |
| RWSX | 007283 |
| RWSX | 007284 |
| RWSX | 007285 |
| RWSX | 007286 |
| RWSX | 007287 |
| RWSX | 007288 |
| RWSX | 007289 |
| RWSX | 007290 |
| RWSX | 007291 |
| RWSX | 007292 |

| | |
|------|--------|
| RWSX | 007293 |
| RWSX | 007294 |
| RWSX | 007295 |
| RWSX | 007296 |
| RWSX | 007297 |
| RWSX | 007298 |
| RWSX | 007299 |
| RWSX | 007300 |
| RWSX | 007301 |
| RWSX | 007302 |
| RWSX | 007303 |
| RWSX | 007304 |
| RWSX | 007305 |
| RWSX | 007306 |
| RWSX | 007307 |
| RWSX | 007308 |
| RWSX | 007309 |
| RWSX | 007311 |
| RWSX | 007312 |
| RWSX | 007313 |
| RWSX | 007315 |
| RWSX | 007316 |
| RWSX | 007317 |
| RWSX | 007318 |
| RWSX | 007319 |
| RWSX | 007320 |
| CEFX | 64798 |

Schedule 4-A

| | |
|------|--------|
| FURX | 863424 |
| NDYX | 863330 |
| NDYX | 863331 |
| NDYX | 863332 |
| NDYX | 863333 |
| NDYX | 863334 |
| NDYX | 863335 |
| NDYX | 863336 |
| NDYX | 863337 |
| NDYX | 863338 |
| NDYX | 863339 |
| NDYX | 863340 |
| NDYX | 863341 |
| NDYX | 863342 |
| NDYX | 863343 |
| NDYX | 863344 |
| NDYX | 863345 |
| NDYX | 863346 |
| NDYX | 863347 |
| NDYX | 863348 |
| NDYX | 863349 |
| NDYX | 863350 |
| NDYX | 863351 |
| NDYX | 863352 |
| NDYX | 863353 |
| NDYX | 863354 |
| NDYX | 863355 |
| NDYX | 863356 |
| NDYX | 863357 |
| NDYX | 863358 |
| NDYX | 863359 |
| NDYX | 863360 |
| NDYX | 863361 |
| NDYX | 863362 |
| NDYX | 863363 |
| NDYX | 863364 |
| NDYX | 863365 |
| NDYX | 863366 |
| NDYX | 863367 |
| NDYX | 863368 |
| NDYX | 863369 |
| NDYX | 863370 |
| NDYX | 863371 |
| NDYX | 863372 |

| | |
|------|--------|
| NDYX | 863373 |
| NDYX | 863374 |
| NDYX | 863375 |
| NDYX | 863376 |
| NDYX | 863377 |
| NDYX | 863378 |
| NDYX | 863379 |
| NDYX | 863380 |
| NDYX | 863381 |
| NDYX | 863382 |
| NDYX | 863383 |
| NDYX | 863384 |
| NDYX | 863385 |
| NDYX | 863386 |
| NDYX | 863387 |
| NDYX | 863388 |
| NDYX | 863389 |
| NDYX | 863390 |
| NDYX | 863391 |
| NDYX | 863392 |
| NDYX | 863393 |
| NDYX | 863394 |
| NDYX | 863395 |
| NDYX | 863396 |
| NDYX | 863397 |
| NDYX | 863398 |
| NDYX | 863399 |
| TILX | 637853 |
| TILX | 637854 |
| TILX | 637855 |
| TILX | 637856 |
| TILX | 637857 |
| TILX | 637858 |
| TILX | 637859 |
| TILX | 637860 |
| TILX | 637861 |
| TILX | 637862 |
| TILX | 637863 |
| TILX | 637864 |
| TILX | 637865 |
| TILX | 637866 |
| TILX | 637867 |
| TILX | 637868 |
| TILX | 637869 |

| | |
|------|--------|
| TILX | 637870 |
| TILX | 637871 |
| TILX | 637872 |
| TILX | 637873 |
| TILX | 637874 |
| TILX | 637875 |
| TILX | 637876 |
| TILX | 637878 |
| TILX | 637879 |
| TILX | 637880 |
| TILX | 637881 |
| TILX | 637882 |
| TILX | 637883 |
| TILX | 637884 |
| TILX | 637885 |
| TILX | 637886 |
| TILX | 637887 |
| TILX | 637888 |
| TILX | 637889 |
| TILX | 637890 |
| TILX | 637891 |
| TILX | 637892 |
| TILX | 637893 |
| TILX | 637894 |
| TILX | 637895 |
| TILX | 637896 |
| TILX | 637897 |
| TILX | 637898 |
| TILX | 637899 |
| TILX | 637900 |
| TILX | 637901 |
| TILX | 637902 |

Schedule 5-A

| | |
|------|--------|
| NDYX | 130076 |
| NDYX | 130111 |
| NDYX | 130131 |
| NDYX | 130139 |
| TILX | 194195 |
| TILX | 194196 |
| TILX | 194197 |
| TILX | 194198 |
| TILX | 194199 |
| TILX | 194200 |
| TILX | 194201 |
| TILX | 194202 |
| TILX | 194203 |
| TILX | 194204 |
| TILX | 194205 |
| TILX | 194206 |
| TILX | 194207 |
| TILX | 194208 |
| TILX | 194209 |
| TILX | 194210 |
| TILX | 194211 |
| TILX | 194212 |
| TILX | 194213 |
| TILX | 194214 |
| TILX | 194215 |
| TILX | 194216 |
| TILX | 194217 |
| TILX | 194218 |
| TILX | 194219 |
| TILX | 194220 |
| TILX | 194221 |
| TILX | 194222 |
| TILX | 194223 |
| TILX | 194224 |
| TILX | 194225 |
| TILX | 194226 |
| TILX | 194227 |
| TILX | 194228 |
| TILX | 194229 |
| TILX | 194230 |
| TILX | 194231 |
| TILX | 194232 |
| TILX | 194233 |
| TILX | 194234 |
| TILX | 194235 |
| TILX | 194236 |
| TILX | 194237 |

| | |
|------|--------|
| TILX | 194238 |
| TILX | 194239 |
| TILX | 194240 |
| TILX | 194241 |
| TILX | 194242 |
| TILX | 194243 |
| TILX | 194244 |
| TILX | 194245 |
| TILX | 194246 |
| TILX | 194247 |
| TILX | 194248 |
| TILX | 194249 |
| TILX | 194250 |
| TILX | 194251 |
| TILX | 194252 |
| TILX | 194253 |
| TILX | 194254 |
| TILX | 194255 |
| TILX | 194256 |
| TILX | 194257 |
| TILX | 194258 |
| TILX | 194259 |
| TILX | 194260 |
| TILX | 194261 |
| TILX | 194262 |
| TILX | 194263 |
| TILX | 194264 |
| TILX | 194265 |
| TILX | 194266 |
| TILX | 194267 |
| TILX | 194268 |
| TILX | 194269 |
| TILX | 194270 |
| TILX | 194272 |
| TILX | 194273 |
| TILX | 194274 |
| TILX | 194275 |
| TILX | 194276 |
| TILX | 194277 |
| TILX | 194278 |
| TILX | 194279 |
| TILX | 194280 |
| TILX | 194281 |
| TILX | 194282 |
| TILX | 194283 |
| TILX | 194284 |
| TILX | 194285 |

| | |
|------|--------|
| TILX | 194286 |
| TILX | 194287 |
| TILX | 194288 |
| TILX | 194289 |
| TILX | 194290 |
| TILX | 194291 |
| TILX | 194292 |
| TILX | 194293 |
| TILX | 194294 |
| TILX | 195795 |
| TILX | 195796 |
| TILX | 195797 |
| TILX | 195798 |
| TILX | 195799 |
| TILX | 195800 |
| TILX | 195801 |
| TILX | 195802 |
| TILX | 195803 |
| TILX | 195804 |
| TILX | 195805 |
| TILX | 195807 |
| TILX | 195808 |
| TILX | 195809 |
| TILX | 195810 |
| TILX | 195811 |
| TILX | 195812 |
| TILX | 195813 |
| TILX | 195814 |
| TILX | 195815 |
| TILX | 195816 |
| TILX | 195817 |
| TILX | 195818 |
| TILX | 195819 |
| TILX | 195820 |
| TILX | 195821 |
| TILX | 195822 |
| TILX | 195823 |
| TILX | 195824 |
| TILX | 195825 |
| TILX | 195827 |
| TILX | 195828 |
| TILX | 195829 |
| TILX | 195830 |
| TILX | 195831 |
| TILX | 195832 |
| TILX | 195833 |
| TILX | 195835 |

| | |
|------|--------|
| TILX | 195836 |
| TILX | 195837 |
| TILX | 195838 |

| | |
|------|--------|
| TILX | 195839 |
| TILX | 195840 |
| TILX | 195841 |

| | |
|------|--------|
| TILX | 195842 |
| TILX | 195843 |
| TILX | 195844 |

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: 12/30/10



Robert W. Alvord