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LAW OFFICES OF
LOUIS E. GITOMER, LLC.

SURFACE TRANSPORTATION BOARD

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

LOUIS E. GITOMER
Lou@lgraillaw.com

MELANIE B. YASBIN
Melanie@lgraillaw.com
410-296-2225

February 10, 2012

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

Dear Ms. Brown:

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

The document is an Assignment and Assumption Agreement and Consent, a secondary document, dated as of February 1, 2012. The primary document to which this is connected is recorded under Recordation Number 19849. We request that this document be recorded under Recordation Number 19849-A.

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

Lessor:

Banc of America Leasing and Capital, LLC
One Financial Plaza - 8th Floor
Providence, RI 02903

Assignor:

Birmingham Southern Railroad Company
135 Jamison Lane
Monroeville, PA 15146

Assignees:

Birmingham Terminal Railway, L.L.C.
Watco Transportation Services, LLC
Watco Holdings, Inc.
315 West 3rd Street
Pittsburg, KS 66762

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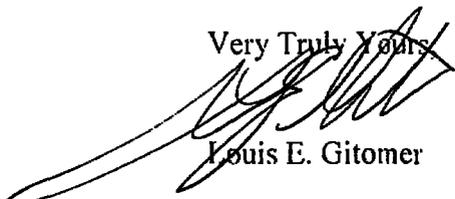
A description of the equipment covered by the Assignment and Assumption Agreement and Consent consists of 104 open top hopper cars numbered NSPX 90506, 90507, 90508, 90511, 90514, 90515, 90518, 90522, 90526, 90530, 90533, 90535, 90538, 90543, 90547, 90549, 90550, 90551, 90553, 90554, 90558, 90559, 90563, 90564, 90568, 90570, 90571, 90575, 90577, 90579, 90584, 90585, 90586, 90589-90592, inclusive, 90595-90599, inclusive, 90602, 90604-90607, 90609, 90611, 90613, 90614, 90616, 90619, 90620, 90626-90630, inclusive, 90634-90637, inclusive, 90644, 90646, 90648, 90650, 90654, 90656, 90657, 90660, 90662, 90663, 90665, 90666, 90667, 90679, 90684, 90685, 90696, 90701, 90702, 90703, 90706, 90707, 90708, 90710, 90713, 90715, 90718, 90719, 90720, 90725, 90726, 90728-90732, inclusive, 90734, 90735, 90737, 90738, and 90740.

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@lgraillaw.com

A short summary of the document to appear in the index follows: an Assignment and Assumption Agreement and Consent between Banc of America Leasing and Capital, LLC, One Financial Plaza - 8th Floor, Providence, RI 02903, and Wisconsin & Southern Railroad, LLC, Watco Transportation Services, LLC, and Watco Companies, LLC, 315 West 3rd Street, Pittsburg, KS 66762, covering 104 open top hopper cars numbered NSPX 90506, 90507, 90508, 90511, 90514, 90515, 90518, 90522, 90526, 90530, 90533, 90535, 90538, 90543, 90547, 90549, 90550, 90551, 90553, 90554, 90558, 90559, 90563, 90564, 90568, 90570, 90571, 90575, 90577, 90579, 90584, 90585, 90586, 90589-90592, inclusive, 90595-90599, inclusive, 90602, 90604-90607, 90609, 90611, 90613, 90614, 90616, 90619, 90620, 90626-90630, inclusive, 90634-90637, inclusive, 90644, 90646, 90648, 90650, 90654, 90656, 90657, 90660, 90662, 90663, 90665, 90666, 90667, 90679, 90684, 90685, 90696, 90701, 90702, 90703, 90706, 90707, 90708, 90710, 90713, 90715, 90718, 90719, 90720, 90725, 90726, 90728-90732, inclusive, 90734, 90735, 90737, 90738, and 90740.

Very Truly Yours


Louis E. Gitomer

Enclosure

FEB 10 '12 -4 25 PM

ASSIGNMENT AND ASSUMPTION AGREEMENT AND CONSENT **SURFACE TRANSPORTATION BOARD**

This Assignment and Assumption Agreement and Consent is dated as of February 1, 2012 (the "Agreement") among Birmingham Southern Railroad Company ("BSRR"), as assignor, Birmingham Terminal Railway, L.L.C., Watco Holdings, Inc., and Watco Transportation Services, L.L.C., as "Assignees," and Banc of America Leasing and Capital, LLC ("BALC"), as Consenting Party.

BSRR, as lessee, and BALC, successor by merger to NationsBanc Leasing Corporation of north Carolina, as "Lessor," entered that certain Master Equipment Lease Agreement dated as of December 28, 1995 (the "Lease"), which was memorialized by a Memorandum of Lease dated as of December 28, 1995, which was recorded with the Interstate Commerce Commission at 1:15 pm on December 28, 1995 under Recordation No. 19849 for 104 open top hopper cars numbered NSPX 90506, 90507, 90508, 90511, 90514, 90515, 90518, 90522, 90526, 90530, 90533, 90535, 90538, 90543, 90547, 90549, 90550, 90551, 90553, 90554, 90558, 90559, 90563, 90564, 90568, 90570, 90571, 90575, 90577, 90579, 90584, 90585, 90586, 90589-90592, inclusive, 90595-90599, inclusive, 90602, 90604-90607, 90609, 90611, 90613, 90614, 90616, 90619, 90620, 90626-90630, inclusive, 90634-90637, inclusive, 90644, 90646, 90648, 90650, 90654, 90656, 90657, 90660, 90662, 90663, 90665, 90666, 90667, 90679, 90684, 90685, 90696, 90701, 90702, 90703, 90706, 90707, 90708, 90710, 90713, 90715, 90718, 90719, 90720, 90725, 90726, 90728-90732, inclusive, 90734, 90735, 90737, 90738, and 90740.

NOW, THEREFORE, BSRR, Assignees, and BALC intending to be legally bound, agree as follows:

1. BSRR assigns, transfers and sets over to Assignees all of BSRR's right, title, interest, powers and privileges under the Lease.
3. Assignees accept the assignment and agree to assume, do, undertake and perform all obligations, duties, liabilities and undertakings of BSRR under the Lease, accruing from and after the date hereof.
4. BALC, pursuant to Section 16 of the Lease, consents to the assignment by BSRR to Assignees of BSRR's rights and obligations under the Lease.
5. This 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.

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed by its duly authorized officer as of the date first written above.

Birmingham Southern Railroad Company
as Assignor

By: Malisa J. Sommers
Name: Malisa J. Sommers
Title: President

Birmingham Terminal Railway, L.L.C.
as Assignee

By: _____
Name: _____
Title: _____

Watco Holdings, Inc.
as Assignee

By: _____
Name: _____
Title: _____

Watco Transportation Services, L.L.C.
as Assignee

By: _____
Name: _____
Title: _____

Banc of America Leasing and Capital, LLC
as Consenting Party

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed by its duly authorized officer as of the date first written above.

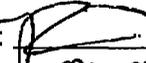
Birmingham Southern Railroad Company
as Assignor

By: _____
Name: _____
Title: _____

Birmingham Terminal Railway, L.L.C.
as Assignee

By:  _____
Name: MATT MCKENZIE
Title: SVP

Watco Holdings, Inc.
as Assignee

By:  _____
Name: MATT MCKENZIE
Title: SVP

Watco Transportation Services, L.L.C.
as Assignee

By:  _____
Name: MATT MCKENZIE
Title: SVP

Banc of America Leasing and Capital, LLC
as Consenting Party

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed by its duly authorized officer as of the date first written above.

Birmingham Southern Railroad Company
as Assignor

By: _____
Name: _____
Title: _____

Birmingham Terminal Railway, L.L.C.
as Assignee

By: _____
Name: _____
Title: _____

Watco Holdings, Inc.
as Assignee

By: _____
Name: _____
Title: _____

Watco Transportation Services, L.L.C.
as Assignee

By: _____
Name: _____
Title: _____

Banc of America Leasing and Capital, LLC
as Consenting Party

By: Brian P. McConaghy
Name: Brian P. McConaghy
Title: Vice President

State of Pennsylvania)
) ss.
County of Allegheny)

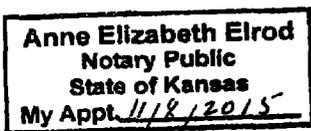
On this 30th day of January 2012, before me, Sheryl A. Brinker, the undersigned Notary Public, personally appeared Malisa J. Sommers personally known to me to be the person who executed the within instrument as President on behalf of Birmingham Southern Railroad Company, and acknowledged to me that the corporation executed it.

Sheryl A. Brinker
Notary Public for Commonwealth of Pennsylvania
My Commission expires August 6, 2013

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Sheryl A. Brinker, Notary Public
City of Pittsburgh, Allegheny County
My Commission Expires Aug. 6, 2013
Member, Pennsylvania Association of Notaries

State of KANSAS)
) ss.
County of CRAWFORD)

On this 30 day of January 2012, before me, ANNE ELIZABETH ELROD, the undersigned Notary Public, personally appeared MATT MCKENZIE personally known to me to be the person who executed the within instrument as SVP on behalf of Birmingham Terminal Railway, L.L.C., and acknowledged to me that the corporation executed it.



Anne Elizabeth Elrod
Notary Public for State of KS
My Commission expires 11/8/2015

State of Kansas)
) ss.
County of CRAWFORD)

On this 30 day of January 2012, before me, ANNE ELIZABETH ELROD, the undersigned Notary Public, personally appeared MATT MCKENZIE personally known to me to be the person who executed the within instrument as SUP on behalf of Watco Holdings, Inc., and acknowledged to me that the corporation executed it.

Anne Elizabeth Elrod
Notary Public
State of Kansas
My Appt. 11/8/2015

Anne Elizabeth Elrod
Notary Public for State of KS
My Commission expires 11/8/2015

State of KANSAS)
) ss.
County of CRAWFORD)

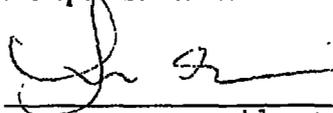
On this 30 day of January 2012, before me, ANNE ELIZABETH ELROD, the undersigned Notary Public, personally appeared MATT MCKENZIE personally known to me to be the person who executed the within instrument as SVP on behalf of Watco Transportation Services, L.L.C., and acknowledged to me that the corporation executed it.

Anne Elizabeth Elrod
Notary Public
State of Kansas
My Appt. 11/8/2015

Anne Elizabeth Elrod
Notary Public for State of KS
My Commission expires 11/8/2015

State of Rhode Island
County of Providence) ss.

On this 27 day of January 2012, before me, Lisa A. Evora, the undersigned Notary Public, personally appeared Brian P. McConaghy personally known to me to be the person who executed the within instrument as Vice President on behalf of Banc of America Leasing and Capital, LLC, and acknowledged to me that the corporation executed it.



Notary Public for Rhode Island
My Commission expires 2-8-2013