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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

June 18, 2013

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 June 18, 2013, 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 27283.

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

Assignor:	Banc of America Leasing & Capital, LLC One Financial Plaza Providence, RI 02903
Assignee:	BMO Harris Equipment Finance Company 250 East Wisconsin Ave, Milwaukee, WI 53202

Section Chief  
June 18, 2013  
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A description of the railroad equipment covered by the enclosed document is:

60 boxcars: DWC409600 - DWC409659, inclusive.

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 \$42.00 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,



Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF ASSIGNMENT OF LEASE**

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made as of the 18th day of June, 2013, by and between BANC OF AMERICA LEASING & CAPITAL, LLC ("Assignor") and BMO HARRIS EQUIPMENT FINANCE COMPANY ("Assignee").

Assignor and Assignee have entered into that certain Assignment and Specification of Assigned Lease Schedule dated as of the date hereof (the "Assignment"), pursuant to which Assignor assigned, and Assignee assumed, all of Assignor's present and future rights, obligations (arising from and after the date hereof) and interests, in, to and under that certain Lease of Railroad Equipment No. 1 dated as of December 1, 2007 (the "Lease"), between Assignor, as lessor, and Wisconsin Central Ltd. (successor by merger to Duluth, Winnipeg and Pacific Railway Company), as lessee ("Lessee"), relating to the sixty (60) fifty feet six inch Plate F 108-ton ten feet plug door boxcars built by Trinity North American Freightcar, Inc., in 2006, marked DWC409600 to DWC409659 inclusive, and all additions and alterations thereto, replacements thereof and substitutions therefor (the "Equipment").

A Memorandum of Lease of Railroad Equipment No. 1 dated as of December 1, 2007, between Banc of America Leasing & Capital, LLC, as Lessor, and Duluth, Winnipeg and Pacific Railway, as Lessee, was filed with the Surface Transportation Board on December 18, 2007 and assigned Recordation No. 27283, in respect of the Equipment. A Notification of Transfer of Leasehold Interest to an Affiliate, dated as of December 31, 2011, filed with the Surface Transportation Board on January 31, 2012 and assigned Recordation No. 27283-A described the succession by merger of Wisconsin Central Ltd. to Duluth, Winnipeg and Pacific Railway.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby confirm and agree that Assignor has assigned to Assignee all rights, obligations (from and after the date hereof) and interest in, to and under the Lease and the Equipment, and Assignee has accepted such assignment and assumed the obligations thereunder (from and after the date hereof) as provided in the Assignment.

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

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREFORE, the parties hereto have executed this Memorandum of Assignment of Lease as of the day and year first above written.

Assignor:

BANC OF AMERICA LEASING & CAPITAL, LLC

By: *Annemarie L. Warren*  
Name: *Annemarie L. Warren*  
Title: *Vice President*

STATE OF *Massachusetts*  
COUNTY OF *Suffolk* TO WIT:

On this *18<sup>th</sup>* day of June, 2013, before me personally appeared *Annemarie L. Warren*, to me personally known, who being by me duly sworn, says that he/she is the *Vice President* of Banc of America Leasing & Capital, LLC, and that the foregoing document was signed on behalf of said limited liability company, and he/she acknowledged that the execution of said instrument was his/her free act and deed.

My Commission Expires:  
*February 20, 2020*

*Janet A. Penley*  
Notary Public

Assignee:

BMO HARRIS EQUIPMENT FINANCE COMPANY

By: *Julie Griffin*  
Name: Julie Griffin  
Title: Vice President

STATE OF WISCONSIN  
COUNTY OF Milwaukee TO WIT:

On this 18 day of June, 2013, before me personally appeared Julie Griffin to me personally known, who being by me duly sworn, says that he/she is the vice president of BMO Harris Equipment Finance Company, and that the foregoing document was signed on behalf of said corporation, and he/she acknowledged that the execution of said instrument was his/her free act and deed.

My Commission Expires:

10-12-14

Kristen A Weber  
Notary Public

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 6/18/13

Edward M Luria  
Edward M. Luria