

RECORDATION NO. 19854-F
JUL 14 2006 1-46 PM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

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

20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

OF COUNSEL
URBAN A. LESTER

July 14, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of May 31, 2006, 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 Commission and the Board under Recordation Number 19854.

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: Wachovia Financial Services, Inc.
c/o First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

- Mr. Vernon A. Williams
July 14, 2006
Page 2

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

147 railcars within the series DMIX 190046 – DMIX 190658 as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$34.00 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 AND ASSUMPTION AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT dated as of this 31st day of May, 2006 is made by Banc of America Leasing & Capital, LLC ("Assignor"), and Wachovia Financial Services, Inc., a North Carolina corporation ("Assignee", and together with the Assignor, the "Parties").

WITNESSETH:

The Parties entered into that certain Assignment and Assumption Agreement (the "Assignment and Assumption Agreement") dated as of the date hereof;

Under the Assignment and Assumption Agreement, the Assignor assigned its right, title and interest in and to certain railroad equipment and leases and beneficial interests therein to Assignee, and Assignee has accepted and assumed all duties and obligations of Assignor with respect thereto arising on or after the date hereof. The documents relating to the railroad equipment are set forth in Exhibit A hereto. The railroad equipment is described in Exhibit B hereto.

The Parties wish to show for the public record the existence of the aforementioned Assignment and Assumption Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

RECORDATION NO.

19854-E FILED

JUL 14 '06

1:46 PM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

BANC OF AMERICA LEASING
& CAPITAL, LLC

By: *Kim Lee*
Name: Kim Lee
Title: Managing Director

WACHOVIA FINANCIAL SERVICES, INC.

By: _____
Name: _____
Title: _____

State of California
County of San Francisco

I, Yvette Montalvo Baron, a Notary Public in and for said state and county, do hereby certify that Kim Lee personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Assignment and Assumption Agreement.

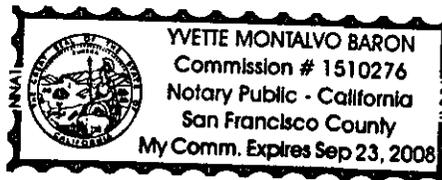
Witness my hand and official seal this 31st day of MAY, 2006.

Yvette Montalvo Baron
Notary Public

My commission expires:

9-23-2008

[NOTARY SEAL]



IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

BANC OF AMERICA LEASING
& CAPITAL, LLC

By: _____
Name: _____
Title: _____

WACHOVIA FINANCIAL SERVICES, INC.

By: *[Signature]*
Name: John J. Thomas
Title: Managing Director

State of ILLINOIS

County of COOK

I, K. A. Dombrowski, a Notary Public in and for said state and county, do hereby certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Assignment and Assumption Agreement.

Witness my hand and official seal this 31st day of May, 2006.

[Signature]
Notary Public

My commission expires:
10-7-2009

[NOTARY SEAL]



EXHIBIT A

Lease Arrangement Documents.

I. Fleet/MIMLIC

1. Master Equipment Lease Agreement between Fleet Credit Corporation and Minnesota Corn Processors, dated as of December 1, 1995.
 2. Note Purchase Agreement between Fleet Credit Corporation and The Minnesota Life Insurance Company, dated as of December 1, 1995.
 3. Security Agreement-Trust Deed between Fleet Credit Corporation and First Security Bank of Utah, National Association, dated as of December 1, 1995.
 4. Lease Schedule No. 1 between Fleet Credit Corporation and Minnesota Corn Processors, dated December 18, 1995.
 5. Supplement to Security Agreement-Trust Deed between Fleet Credit Corporation and First Security Bank of Utah, National Association, dated December 18, 1995.
 6. Notice and Acknowledgement of Assignment among Fleet Credit Corporation, Minnesota Corn Processors, First Security Bank of Utah, National Association and The Minnesota Life Insurance Company, dated December 18, 1995.
 7. Railcar Purchase Agreement between Minnesota Corn Processors and Trinity Industries, Inc., dated December 5, 1995.
 8. Assignment Agreement between Fleet Credit Corporation and Minnesota Corn Processors, dated December 18, 1995.
 9. Consent and Agreement between Minnesota Corn Processors and Trinity Industries, Inc., dated December 18, 1995.
 10. Acceptance Notice of Minnesota Corn Processors, dated December 18, 1995.
 11. Invoices of Trinity Industries, Inc. to Fleet Credit Corporation relating to equipment described on Lease Schedule No. 1.
 12. Bill of Sale of Trinity Industries, Inc. to Fleet Credit Corporation, dated December 18, 1995.
 13. Quitclaim Bill of Sale from Minnesota Corn Processors to Fleet Credit Corporation, dated December 18, 1995.
 14. Release by Coop Banks dated December 12, 1995.
 15. 7.33% Series A Secured Note, due December 1, 2010, registered in the name of The Minnesota Life Insurance Company, dated December 18, 1995.
-

16. Lease Schedule No. 2 between Fleet Credit Corporation and Minnesota Corn Processors, dated March 19, 1996.
17. Supplement to Security Agreement-Trust Deed between Fleet Credit Corporation and First Security Bank of Utah, National Association, dated March 19, 1996.
18. Acceptance Notice of Minnesota Corn Processors, dated March 19, 1996.
19. Invoices of Trinity Industries, Inc. to Fleet Credit Corporation relating to equipment described on Lease Schedule No. 2.
20. Bill of Sale of Trinity Industries, Inc. to Fleet Credit Corporation, dated March 19, 1996.
21. Quitclaim Bill of Sale from Minnesota Corn Processors to Fleet Credit Corporation, dated March 19, 1996.
22. 7.63% Series B Secured Note, due March 1, 2011, registered in the name of The Minnesota Life Insurance Company, dated March 19, 1996.
23. Lease Schedule No. 3 between Fleet Credit Corporation and Minnesota Corn Processors, dated April 16, 1996.
24. Supplement to Security Agreement-Trust Deed between Fleet Credit Corporation and First Security Bank of Utah, National Association], dated April 16, 1996.
25. Acceptance Notice of Minnesota Corn Processors, dated April 16, 1996.
26. Invoices of Trinity Industries, Inc. to Fleet Credit Corporation relating to equipment described on Lease Schedule No. 3.
27. Bill of Sale of Trinity Industries, Inc. to Fleet Credit Corporation, dated March 19, 1996.
28. Quitclaim Bill of Sale from Minnesota Corn Processors to Fleet Credit Corporation, dated March 19, 1996.
29. 7.63% Series C Secured Note, due April 1, 2011, registered in the name of The Minnesota Life Insurance Company, dated April 16, 1996.
30. Amendment to Master Equipment Lease Agreement between Fleet Capital Corporation (formerly known as Fleet Credit Corporation) and Minnesota Corn Processors, dated July 19, 1999
31. Amendment to Security Agreement-Trust Deed between Fleet Capital Corporation (formerly known as Fleet Credit Corporation) and First Security Bank of Utah, National Association, dated July 19, 1999.

32. Assumption of Master Lease Agreement dated as of May 31, 2003 between Fleet Capital Corporation (formerly known as Fleet Credit Corporation) and Archer-Daniels-Midland Company and consented to by Wells Fargo Bank Northwest, National Association (formerly known as First Security Bank, National Association) on behalf of itself and the Noteholders.

II. Fleet/Wash Sq

1. Master Equipment Lease Agreement between Fleet Credit Corporation and Minnesota Corn Processors, dated as of December 20, 1995.
 2. Note Purchase Agreement between Fleet Credit Corporation and Northern Life Insurance Company, Northwestern National Life Insurance Company and The North Atlantic Insurance Company of America, dated as of December 20, 1995.
 3. Security Agreement-Trust Deed between Fleet Credit Corporation and First Security Bank of Utah, National Association, dated as of December 20, 1995.
 4. Lease Schedule No. 1 between Fleet Credit Corporation and Minnesota Corn Processors, dated December 29, 1995.
 5. Supplement to Security Agreement-Trust Deed between Fleet Credit Corporation and First Security Bank of Utah, National Association, dated December 29, 1995.
 6. Notice and Acknowledgement of Assignment among Fleet Credit Corporation, Minnesota Corn Processors, First Security Bank of Utah, National Association, Northern Life Insurance Company, Northwestern National Life Insurance Company and The North Atlantic Insurance Company of America, dated December 18, 1995.
 7. Railcar Purchase Agreement between Minnesota Corn Processors and Trinity Industries, Inc., dated December 5, 1995.
 8. Assignment Agreement between Fleet Credit Corporation and Minnesota Corn Processors, dated December 18, 1995.
 9. Consent and Agreement between Minnesota Corn Processors and Trinity Industries, Inc., dated December 18, 1995.
 10. Acceptance Notice of Minnesota Corn Processors, dated December 29, 1995.
 11. Invoices of Trinity Industries, Inc. to Fleet Credit Corporation relating to equipment described on Lease Schedule No. 1.
 12. Bill of Sale of Trinity Industries, Inc. to Fleet Credit Corporation, dated December 29, 1995.
 13. Quitclaim Bill of Sale from Minnesota Corn Processors to Fleet Credit Corporation, dated December 29, 1995.
-

14. Release by Coop Banks dated December 12, 1995.
15. 7.14% Series A Secured Note, due December 1, 2010, registered in the name of The Minnesota Life Insurance Company, dated December 29, 1995.
16. Assumption of Master Lease Agreement dated as of April __, 2006 between Fleet Capital Corporation (formerly known as Fleet Credit Corporation) and Archer-Daniels-Midland Company and consented to by Wells Fargo Bank Northwest, national Association (formerly known as First Security Bank, National Association) on behalf of itself and the Noteholders.
17. Consent by ING Investment Management LLC, as Agent to Assumption of Master Lease Agreement dated as of May 31, 2003.

EXHIBIT B

EQUIPMENT: 19,636 Gallon, 110 ton, lined Railroad Tank Cars,
manufactured by Trinity Industries, Inc.

Marking	Car No.	Equipment schedule for
DMIX	190000	
DMIX	190001	
DMIX	190002	
DMIX	190003	Recordation Number 19812
DMIX	190004	
DMIX	190006	
DMIX	190007	
DMIX	190008	
DMIX	190009	
DMIX	190010	
DMIX	190011	
DMIX	190012	
DMIX	190013	
DMIX	190014	
DMIX	190015	
DMIX	190016	
DMIX	190017	
DMIX	190018	
DMIX	190019	
DMIX	190020	
DMIX	190021	
DMIX	190022	
DMIX	190023	
DMIX	190024	
DMIX	190025	
DMIX	190026	
DMIX	190027	
DMIX	190028	
DMIX	190029	
DMIX	190030	
DMIX	190031	
DMIX	190032	
DMIX	190033	
DMIX	190034	
DMIX	190035	

DMIX	190036
DMIX	190037
DMIX	190038
DMIX	190039
DMIX	190040
DMIX	190041
DMIX	190042
DMIX	190043
DMIX	190044
DMIX	190045
DMIX	190048
DMIX	190049
DMIX	190050
DMIX	190051
DMIX	190052
DMIX	190053
DMIX	190054
DMIX	190055
DMIX	190056
DMIX	190057
DMIX	190058
DMIX	190059
DMIX	190060
DMIX	190061
DMIX	190062
DMIX	190063
DMIX	190064
DMIX	190065
DMIX	190066
DMIX	190067
DMIX	190069
DMIX	190070
DMIX	190071
DMIX	190072
DMIX	190073
DMIX	190074
DMIX	190075
DMIX	190077
DMIX	190079
DMIX	190084
DMIX	190088

DMIX	190089
DMIX	190090
DMIX	190091
DMIX	190092
DMIX	190093
DMIX	190094
DMIX	190095
DMIX	190096
DMIX	190097
DMIX	190098
DMIX	190099
DMIX	190100
DMIX	190101
DMIX	190102
DMIX	190103
DMIX	190104
DMIX	190105
DMIX	190106
DMIX	190107
DMIX	190108
DMIX	190109
DMIX	190110
DMIX	190111
DMIX	190112
DMIX	190114
DMIX	190115
DMIX	190116
DMIX	190117
DMIX	190119
DMIX	190120
DMIX	190121
DMIX	190122
DMIX	190123
DMIX	190124
DMIX	190125
DMIX	190126
DMIX	190127
DMIX	190128
DMIX	190129
DMIX	190130
DMIX	190131

DMIX 190135

DMIX 190137

DMIX 190139

DMIX 190141

DMIX 190142

DMIX 190144

DMIX 190151

Marking Car No.

DMIX	190223
DMIX	190225
DMIX	190227
DMIX	190234
DMIX	190238
DMIX	190253
DMIX	190256
DMIX	190390
DMIX	190391
DMIX	190393
DMIX	190394
DMIX	190395
DMIX	190396
DMIX	190397
DMIX	190398
DMIX	190399
DMIX	190400
DMIX	190401
DMIX	190402
DMIX	190404
DMIX	190405
DMIX	190407
DMIX	190409
DMIX	190410
DMIX	190411
DMIX	190413
DMIX	190414
DMIX	190415
DMIX	190417
DMIX	190418
DMIX	190419
DMIX	190421
DMIX	190425
DMIX	190427
DMIX	190428

DMIX	190429
DMIX	190444
DMIX	190448
DMIX	190451
DMIX	190453
DMIX	190460
DMIX	190464
DMIX	190465
DMIX	190469
DMIX	190602
DMIX	190612
DMIX	190626
DMIX	190629
DMIX	190639
DMIX	190648
DMIX	190649
DMIX	190650
DMIX	190652
DMIX	190654
DMIX	190655
DMIX	190656
DMIX	190659
DMIX	190660
DMIX	190661
DMIX	190662
DMIX	190663
DMIX	190664
DMIX	190665
DMIX	190666
DMIX	190667
DMIX	190668
DMIX	190669
DMIX	190670
DMIX	190671
DMIX	190673
DMIX	190674
DMIX	190675
DMIX	190676
DMIX	190677
DMIX	190678
DMIX	190679
DMIX	190680

DMIX 190681
DMIX 190682
DMIX 190684
DMIX 190685
DMIX 190686
DMIX 190687
DMIX 190688
DMIX 190689
DMIX 190690
DMIX 190691
DMIX 190692
DMIX 190693
DMIX 190696
DMIX 190697
DMIX 190698
DMIX 190699
DMIX 190701
DMIX 190702
DMIX 190703
DMIX 190704
DMIX 190705
DMIX 190708
DMIX 190709

Marking Car No.

DMIX	190221
DMIX	190222
DMIX	190226
DMIX	190229
DMIX	190231
DMIX	190232
DMIX	190233
DMIX	190235
DMIX	190236
DMIX	190237
DMIX	190239
DMIX	190240
DMIX	190241
DMIX	190242
DMIX	190244
DMIX	190245
DMIX	190246
DMIX	190247
DMIX	190248
DMIX	190249
DMIX	190250
DMIX	190251
DMIX	190252
DMIX	190254
DMIX	190255
DMIX	190257
DMIX	190258
DMIX	190259
DMIX	190260
DMIX	190261
DMIX	190262
DMIX	190263
DMIX	190264
DMIX	190265
DMIX	190267

DMIX	190269
DMIX	190270
DMIX	190271
DMIX	190274
DMIX	190281
DMIX	190282
DMIX	190285
DMIX	190286
DMIX	190288
DMIX	190289
DMIX	190290
DMIX	190291
DMIX	190292
DMIX	190293
DMIX	190294
DMIX	190295
DMIX	190296
DMIX	190297
DMIX	190298
DMIX	190300
DMIX	190301
DMIX	190302
DMIX	190303
DMIX	190304
DMIX	190305
DMIX	190306
DMIX	190308
DMIX	190311
DMIX	190313
DMIX	190314
DMIX	190316
DMIX	190317
DMIX	190318
DMIX	190319
DMIX	190320
DMIX	190322
DMIX	190323
DMIX	190325
DMIX	190326
DMIX	190327
DMIX	190328
DMIX	190329

DMIX	190330
DMIX	190331
DMIX	190333
DMIX	190336
DMIX	190343
DMIX	190403
DMIX	190406
DMIX	190412
DMIX	190441
DMIX	190447
DMIX	190457
DMIX	190463
DMIX	190467
DMIX	190468
DMIX	190471
DMIX	190473
DMIX	190475
DMIX	190476
DMIX	190478
DMIX	190480
DMIX	190481
DMIX	190482
DMIX	190484
DMIX	190485
DMIX	190486
DMIX	190487
DMIX	190488
DMIX	190489
DMIX	190490
DMIX	190491
DMIX	190492
DMIX	190493
DMIX	190494
DMIX	190495
DMIX	190496
DMIX	190497

Equipment schedule for Recordation Number 19854

Marking **Car No.**

DMIX	190046
DMIX	190047
DMIX	190068
DMIX	190076
DMIX	190080
DMIX	190081
DMIX	190082
DMIX	190083
DMIX	190085
DMIX	190086
DMIX	190087
DMIX	190113
DMIX	190118
DMIX	190133
DMIX	190134
DMIX	190138
DMIX	190140
DMIX	190143
DMIX	190145
DMIX	190146
DMIX	190147
DMIX	190149
DMIX	190150
DMIX	190152
DMIX	190153
DMIX	190154
DMIX	190155
DMIX	190156
DMIX	190157
DMIX	190158
DMIX	190160
DMIX	190161
DMIX	190162
DMIX	190163
DMIX	190164

DMIX	190165
DMIX	190166
DMIX	190167
DMIX	190168
DMIX	190169
DMIX	190170
DMIX	190171
DMIX	190172
DMIX	190173
DMIX	190174
DMIX	190175
DMIX	190176
DMIX	190177
DMIX	190178
DMIX	190179
DMIX	190180
DMIX	190181
DMIX	190182
DMIX	190183
DMIX	190184
DMIX	190185
DMIX	190186
DMIX	190187
DMIX	190188
DMIX	190189
DMIX	190190
DMIX	190191
DMIX	190192
DMIX	190193
DMIX	190194
DMIX	190195
DMIX	190196
DMIX	190197
DMIX	190198
DMIX	190199
DMIX	190200
DMIX	190201
DMIX	190202
DMIX	190203
DMIX	190204
DMIX	190205
DMIX	190206

DMIX 190207
DMIX 190208
DMIX 190209
DMIX 190211
DMIX 190212
DMIX 190213
DMIX 190214
DMIX 190215
DMIX 190216
DMIX 190217
DMIX 190218
DMIX 190219

DMIX 190585
DMIX 190586
DMIX 190587
DMIX 190588
DMIX 190589
DMIX 190590
DMIX 190591
DMIX 190592
DMIX 190594
DMIX 190595
DMIX 190596
DMIX 190597
DMIX 190598
DMIX 190599
DMIX 190600
DMIX 190601
DMIX 190603
DMIX 190604
DMIX 190605
DMIX 190606
DMIX 190607
DMIX 190608
DMIX 190609
DMIX 190610
DMIX 190611
DMIX 190613
DMIX 190615
DMIX 190616
DMIX 190617

DMIX	190618
DMIX	190619
DMIX	190620
DMIX	190621
DMIX	190622
DMIX	190623
DMIX	190624
DMIX	190625
DMIX	190628
DMIX	190630
DMIX	190631
DMIX	190632
DMIX	190633
DMIX	190634
DMIX	190635
DMIX	190636
DMIX	190637
DMIX	190638
DMIX	190640
DMIX	190641
DMIX	190642
DMIX	190643
DMIX	190644
DMIX	190645
DMIX	190646
DMIX	190647
DMIX	190653
DMIX	190657
DMIX	190658