

RECORDATION NO. 19998-5 FILED

APR 18 '08 -3 15 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

April 18, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

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 April 18, 2008, 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 19998.

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

Assignor: Banc of America Leasing & Capital, LLC  
One Financial Plaza  
Providence, RI 02901

Assignee: NorLease, Inc.  
50 South LaSalle Street  
Chicago, IL 60675

Anne K. Quinlan, Esq  
April 18, 2008  
Page 2

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

230 hopper railcars: GALX 4000 - GALX 4229.

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

Memorandum of Assignment.

Also enclosed is a check in the amount of \$35.00 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

REGISTRATION NO. 19998-8 FILED

APR 18 '08 -3 15 PM

**SURFACE TRANSPORTATION BOARD**

MEMORANDUM OF ASSIGNMENT dated April 18, 2008, between BANC OF AMERICA LEASING & CAPITAL, LLC., a Delaware limited liability company (the "Assignor"), and NORLEASE, INC., a Delaware corporation (the "Assignee").

WHEREAS, Assignor, as successor in interest to Fleet Credit Corporation, is party to (i) that certain Conditional Sale Agreement, dated as of March 15, 1996, between Assignor and Trinity Industries, Inc. (the "Conditional Sale Agreement") filed with the Surface Transportation Board ("STB") on March 29, 1996 and assigned number 19998, (ii) that certain Lease of Railroad Equipment, dated as of March 15, 1996, between Assignor and Georgia Power Corporation (the "Lease") filed with the STB on March 29, 1996 and assigned number 19998-B, and (iii) that certain Assignment of Lease and Agreement, dated as of March 15, 1996, between Assignor and The Bank of New York (the "Lease Assignment") filed with the STB on March 29, 1996 and assigned number 19998-C (the Conditional Sale Agreement, the Lease and the Lease Assignment being collectively referred to as the "Assigned Agreements").

WHEREAS, pursuant to that certain Transferee Assumption Agreement, dated the April 18, 2008, (i) Assignor has conveyed to Assignee all of Assignor's right, title and interest in and to the railcars subject to the Assigned Agreements and (ii) Assignor has assigned to Assignee all of Assignor's right, title and interest in and to the Assigned Agreements, and Assignee is assuming all of Assignor's obligations thereunder, to the extent relating to acts, conditions or events occurring on or after the date thereof; and

WHEREAS, this memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

IN WITNESS WHEREOF, the parties wish to show for the public record the assignment of the Assigned Agreements by the Assignor to Assignee and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

BANC OF AMERICA LEASING &  
CAPITAL, LLC

By: Laurene N. Cockett  
Name: **Laurene N. Cockett**  
Title: **Vice President**

NORLEASE, INC.,

By: \_\_\_\_\_  
Name:  
Title:

**ACKNOWLEDGMENT**

State of California  
County of San Francisco

On April 11, 2008 before me, Eileen U. Harwell, Notary Public  
(insert name and title of the officer)

personally appeared Laurene N. Cockett  
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are  
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in  
his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the  
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing  
paragraph is true and correct.

WITNESS my hand and official seal.



Signature Eileen U. Harwell (Seal)

IN WITNESS WHEREOF, the parties wish to show for the public record the assignment of the Assigned Agreements by the Assignor to Assignee and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

BANC OF AMERICA LEASING &  
CAPITAL, LLC

By: \_\_\_\_\_  
Name:  
Title:

NORLEASE, INC.,

By:  \_\_\_\_\_  
Name: GLENN P. DAVIS  
Title: VICE PRESIDENT

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_ day of April, 2008, before me personally appeared \_\_\_\_\_, to me personally known, who, by me being duly sworn, says that he/she is \_\_\_\_\_ of BANC OF AMERICA LEASING & CAPITAL, LLC, and that the foregoing instrument was signed on behalf of said Delaware corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

My commission expires

STATE OF ILLINOIS )  
 ) ss.:  
COUNTY OF COOK )

On this 14<sup>th</sup> day of April, 2008, before me personally appeared GUY P. DAVIS, to me personally known, who, by me being duly sworn, says that he/she is VICE PRESIDENT of NORLEASE, INC., and that the foregoing instrument was signed on behalf of said Delaware corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Kimberle Jamieson*



My commission expires

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:

4/18/08



\_\_\_\_\_  
Robert W. Alvord