

LAW OFFICES OF  
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June 20, 2016

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 a Memorandum of Assignment and Assumption Agreement, a secondary document, dated as of June 20, 2016. The primary document to which this is connected is recorded under Recordation No. 21900. We request that this document be recorded under Recordation No. 21900-B.

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

Assignor:

CF Equipment Loans, LLC  
500 West Monroe Street  
Chicago, IL 60601

Assignee:

Wells Fargo Equipment Finance, Inc.  
6250 River Road, Suite 5000  
Rosemont, IL 60018

A description of the equipment covered by the Memorandum of Assignment and Assumption Agreement consists of 30 open top hopper cars numbered CENX 8027-8029, inclusive, 8031, 8032, 8034, 8037, 8038, 8042, 8045-8047, inclusive, 8051, 8052, 8054, 8057-8059, inclusive, 8062, 8066-8069, inclusive, 8071-8074, inclusive, 8076, 8077, and 8080.

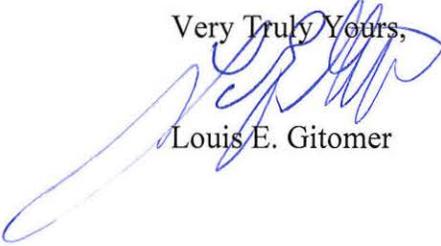
Ms. Cynthia T. Brown  
June 20, 2016  
Page 2

A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou@lgrailaw.com

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Assumption Agreement between CF Equipment Loans, LLC, 500 West Monroe Street, Chicago, IL 60601, and Wells Fargo Equipment Finance, Inc., 6250 River Road, Suite 5000, Rosemont, IL 60018, covering 30 open top hopper cars numbered CENX 8027-8029, inclusive, 8031, 8032, 8034, 8037, 8038, 8042, 8045-8047, inclusive, 8051, 8052, 8054, 8057-8059, inclusive, 8062, 8066-8069, inclusive, 8071-8074, inclusive, 8076, 8077, and 8080.

Very Truly Yours,



Louis E. Gitomer

Enclosure

**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT (this "**Memorandum of Assignment**") is entered into as of June 20, 2016, but effective as of March 1, 2016 (the "**Effective Date**"), among CF Equipment Loans, LLC ("**Assignor**") and Wells Fargo Equipment Finance, Inc. ("**Assignee**"), with reference to the following:

1. Pursuant to that certain Master Lease Agreement dated as of September 9, 1992 (the "**Master Lease**") between General Electric Capital Corporation ("**GECC**") and Southdown, Inc. ("**Lessee**") and that certain Equipment Schedule Number 076 dated as of December 23, 1998 (the "**Schedule**"; the Master Lease and the Schedule, together, the "**Lease**") between GECC and Lessee, GECC agreed to furnish to Lessee, and Lessee agreed to lease from GECC, 30 open top hopper cars numbered CENX 8027-8029, inclusive, 8031, 8032, 8034, 8037, 8038, 8042, 8045-8047, inclusive, 8051, 8052, 8054, 8057-8059, inclusive, 8062, 8066-8069, inclusive, 8071-8074, inclusive, 8076, 8077, and 8080 (the "**Cars**").

2. The Lease was evidenced by that certain Memorandum of Lease Agreement dated as of December 23, 1998 between GECC and Lessee, recorded with the Surface Transportation Board on December 28, 1998 as Recordation No. 21900.

3. Pursuant to a Contribution and Assumption Agreement dated as of October 1, 2015 (the "**GECC Assignment**"), GECC assigned to Assignor, and Assignor assumed from GECC, all of GECC's right, title and interest in, to and under the Lease and the Cars.

4. GECC and Assignor executed that certain Memorandum of Assignment and Assumption Agreement dated as of November 20, 2015 (the "**GECC Memorandum of Assignment**") for the purpose of giving record notice and evidence of the GECC Assignment, the Lease and the Cars. The GECC Memorandum of Assignment was recorded with the Surface Transportation Board on December 9, 2015 as Recordation No. 21900-A.

5. Pursuant to a Stock and Asset Purchase Agreement, dated as of October 13, 2015, as amended, supplemented or otherwise modified from time to time (the "**SAPA**"), between GE Capital Global Holdings, LLC, a Delaware limited liability company (as permitted assignee of General Electric Capital Corporation), and Wells Fargo Bank, N.A. (the "**Assignment**"), Assignor assigned to Assignee, and Assignee assumed from Assignor, all of Assignor's right, title and interest in, to and under the Lease and the Cars.

6. This Memorandum of Assignment is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) for the purpose of giving record notice and evidence of the Assignment, the Lease and the Cars pursuant to the SAPA.

7. This Memorandum of Assignment is effective as of the Effective Date and is subject to all of the terms, conditions, representations and warranties set forth in the SAPA.

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

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the parties hereto have duly executed and delivered this Memorandum of Assignment as of the date first written above.

Assignor:

**CF Equipment Loans, LLC**

By:   
Name: DITRON COLLAKU  
Title: Authorized Signatory

Assignee:

**Wells Fargo Equipment Finance, Inc.**

By:   
Name: Kurt Scheplem  
Title: Authorized Signatory

[EXECUTION PAGE OF MEMORANDUM OF ASSIGNMENT]

STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF COOK )

On this 20 day of June, 2016, before me appeared Ditron Collaku, to me personally known, who being by me duly sworn did say that he/she is the Authorized Signatory of CF Equipment Loans, LLC, a Delaware limited liability company, and that said instrument was signed on behalf of said limited liability company by authority of its Members/Managers, and he/she acknowledged said instrument to be the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year last above written.

Tametrica C. Dean

Notary Public

My Commission Expires:

8/7/17



STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF COOK )

On this 20 day of June, 2016, before me appeared Kurt Scheblein, to me personally known, who being by me duly sworn did say that he/she is the Authorized Signatory of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year last above written.

Wendy L. Unterberger

Notary Public

My Commission Expires:

07/08/18

