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

September 30, 2015

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 and Assumption Agreement, dated as of September 30, 2015, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Assignor:	GATX Corporation 222 West Adams Street Chicago, IL 60606
Assignee:	First Union Rail Corporation One O'Hare Centre 6250 River Road, Suite 5000 Rosemont, IL 60018
[Lessee:	Georgia-Pacific LLC 133 Peachtree Street NE, 15 <sup>th</sup> Floor Atlanta, GA 30303]

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

100 boxcars within the series HS 470635 – HS 470784 as more particularly set forth on the attachment to the document.

Section Chief  
September 30, 2015  
Page 2

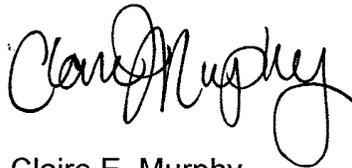
A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$43.00 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,

A handwritten signature in black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M".

Claire E. Murphy

CEM  
Enclosures

**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

This **MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT** (this “Memorandum”) is dated as of September 30, 2015, by and between **GATX CORPORATION**, a New York corporation (“**Assignor**”), and **FIRST UNION RAIL CORPORATION**, a North Carolina corporation (“**Assignee**”).

**WITNESSETH:**

1. Assignor, as lessor, entered into (i) that certain Rider No. 01 to Car Service Contract No. 6266 dated as of May 8, 2014 (“**Rider No. 01**”) with Georgia-Pacific LLC as lessee (“**Lessee**”), incorporating the terms of that certain Car Service Contract No. 6266 dated as of May 8, 2014 between Assignor and Lessee (the “**Master Lease**”) for certain railcars described in Exhibit A attached hereto (the “**Railcars**”).

2. Assignor and Assignee have entered into that certain Assignment and Assumption Agreement dated as of September 30, 2015, which is evidenced by this Memorandum with respect to the Leases and the Railcars.

3. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum 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.

[SIGNATURE PAGE FOLLOWS.]

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Assumption Agreement to be executed by their duly authorized officers as of the date first written above.

GATX CORPORATION,  
Assignor

By: *Donald J. Spooner*  
Name: DONALD J. SPOONER  
Title: VICE PRESIDENT

State of ILLINOIS

County of COOK ) ss.

On this 30<sup>TH</sup> day of September, 2015, personally appeared DONALD J. SPOONER of GATX Corporation, a New York corporation, known to me to be the person whose name is subscribed to the foregoing Memorandum of Assignment and acknowledged that he/she executed the same on behalf of GATX Corporation in the capacity stated, as the act and deed of GATX Corporation.

IN WITNESS WHEREOF, I hereunto set my hand and Official Seal.

*Patricia Lodge*

My commission expires: 02-01-19

Notary Public

\_\_\_\_\_  
(Seal)



FIRST UNION RAIL CORPORATION,  
as Assignee

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: VICE PRESIDENT SALES & MARKETING

State of ILLINOIS )  
 ) ss.  
County of COOK )

On this 28th day of September, 2015, personally appeared Richard F. Seymour  
Vice President of First Union Rail Corporation, a North Carolina corporation, known to me to be the  
person whose name is subscribed to the foregoing Memorandum of Assignment and acknowledged that  
he/she executed the same on behalf of First Union Rail Corporation in the capacity stated, as the act and  
deed of First Union Rail Corporation.

IN WITNESS WHEREOF, I hereunto set my hand and Official Seal.

Kathleen A. Dombrowski

Notary Public

My commission expires:

8/27/17

(Seal)

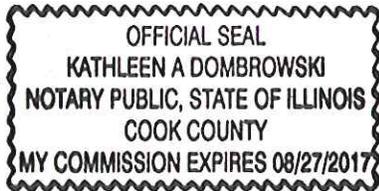


EXHIBIT A  
to Memorandum of Assignment and Assumption

**Railcars: 100** — Plate G 60'9" box cars with double 8-foot plug doors built by Trinity in 1999

**Car Marks and Numbers:**

	<u>Car Number</u>		<u>Car Number</u>		<u>Car Number</u>
1	HS 470635	34	HS 470676	67	HS 470738
2	HS 470638	35	HS 470677	68	HS 470739
3	HS 470639	36	HS 470679	69	HS 470741
4	HS 470640	37	HS 470680	70	HS 470742
5	HS 470641	38	HS 470683	71	HS 470743
6	HS 470643	39	HS 470690	72	HS 470745
7	HS 470644	40	HS 470691	73	HS 470749
8	HS 470645	41	HS 470693	74	HS 470750
9	HS 470647	42	HS 470697	75	HS 470752
10	HS 470648	43	HS 470700	76	HS 470753
11	HS 470649	44	HS 470701	77	HS 470755
12	HS 470650	45	HS 470703	78	HS 470756
13	HS 470651	46	HS 470706	79	HS 470757
14	HS 470652	47	HS 470707	80	HS 470758
15	HS 470653	48	HS 470708	81	HS 470761
16	HS 470654	49	HS 470713	82	HS 470762
17	HS 470655	50	HS 470714	83	HS 470763
18	HS 470656	51	HS 470715	84	HS 470764
19	HS 470659	52	HS 470720	85	HS 470765
20	HS 470660	53	HS 470722	86	HS 470766
21	HS 470661	54	HS 470723	87	HS 470767
22	HS 470662	55	HS 470725	88	HS 470768
23	HS 470664	56	HS 470727	89	HS 470769
24	HS 470665	57	HS 470728	90	HS 470770
25	HS 470666	58	HS 470729	91	HS 470771
26	HS 470667	59	HS 470730	92	HS 470772
27	HS 470668	60	HS 470731	93	HS 470773
28	HS 470670	61	HS 470732	94	HS 470774
29	HS 470671	62	HS 470733	95	HS 470777
30	HS 470672	63	HS 470734	96	HS 470778
31	HS 470673	64	HS 470735	97	HS 470779
32	HS 470674	65	HS 470736	98	HS 470781
33	HS 470675	66	HS 470737	99	HS 470782
				100	HS 470784

**CERTIFICATION**

I, Claire E. Murphy, an attorney licensed to practice in the State of New Jersey, 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: September 30, 2015

  
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Claire E. Murphy