

ALVORD AND ALVORD PLLC

ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036

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

PHONE: (202) 393-2266  
FAX: 1-855-600-2836  
E-MAIL: [alvord@alvordlaw.com](mailto:alvord@alvordlaw.com)  
WEBSITE: [www.alvordlaw.com](http://www.alvordlaw.com)

August 31, 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, dated as of August 26, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to documents previously filed with the Board under Recordation Number 20265.

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

Contributor: General Electric Capital Corporation  
120 Long Ridge Road  
Stamford, CT 06927

Assignee: General Electric Railcar Services LLC  
161 N. Clark Street  
Chicago, IL 60601

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

All railroad equipment covered by the Memorandum of Lease Agreement and related documents filed under Recordation Number 20265, including 99 boxcars: TOFX 887017 – TOFX 887115, previously marked NOKL 571400 – NOKL 571499 (excluding NOKL 571491), also previously marked IC 533000 – IC 533099 (excluding casualty IC 533091).

Section Chief  
August 31, 2015  
Page 2

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

Memorandum of Assignment.

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**

This MEMORANDUM OF ASSIGNMENT is made and entered into as of August 26, 2015 by and between GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation ("Contributor"), and GENERAL ELECTRIC RAILCAR SERVICES LLC, a Delaware limited liability company ("Assignee"). Capitalized terms used herein but not otherwise defined herein shall have the respective meanings ascribed thereto in the Contribution Agreement (as defined below).

1. Contributor is the lessor under that certain Replacement Master Lease Agreement dated as of April 25, 1996 (as amended, supplemented, renewed or otherwise modified, the "Lease") between Boatmen's Equipment Finance, Inc. ("Original Lessor") and First Union Rail Corporation ("Lessee"), as supplemented by Redelivery Certificate No. 1 effective September 6, 2001 between Lessee and Banc of America Leasing & Capital, LLC, as successor to Original Lessor, which Lease was assigned to and assumed by Contributor by that certain Assignment and Assumption Agreement dated as of December 31, 2003 between Contributor and Banc of America Leasing & Capital, LLC, as successor to Original Lessor (the "Assignment").
2. A Memorandum of Replacement Lease Agreement (the "Lease Memorandum") was recorded in the files of the Surface Transportation Board with respect to the Lease under recordation number 20265-A on September 16, 1996 at 9:45 a.m., and was deposited with the Registrar-General of Canada under document key 4785 on September 18, 1996 at 10:46 a.m. The Assignment was recorded in the files of the Surface Transportation Board under recordation number 20265-C on April 28, 2004 at 1:22 p.m., and was deposited with the Registrar-General of Canada under document key 15381 on April 29, 2004 at 3:00 p.m. The Lease Memorandum was amended by (a) an Amendment to Memorandum of Replacement Lease Agreement recorded in the files of the Surface Transportation Board under recordation number 20265-D on July 21, 2010 at 3:07 p.m. and (b) an Amendment No. 2 to Memorandum of Replacement Lease Agreement recorded in the files of the Surface Transportation Board under recordation number 20265-E on August 12, 2013 at 8:35 a.m.
3. Pursuant to and subject to the terms of that certain Contribution, Assignment and Assumption Agreement dated as of even date herewith, (a) Contributor has contributed, transferred, assigned and delivered to the Assignee, all of the rights, title and interest of the Contributor in the Lease, and the Assignee has acquired and accepted the contribution, transfer, assignment and conveyance of the Lease, and (b) Contributor has assigned to Assignee and Assignee has accepted such assignment from Contributor and Assignee has assumed and agreed to pay and perform all of the obligations of Contributor in connection with the Lease.



**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: August 31, 2015

  
\_\_\_\_\_  
Claire E. Murphy