

RECORDATION NO 31008 FILED
December 13, 2013 07:30 AM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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December 13, 2013

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 December 12, 2013, 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: FreightCar America, Inc.
Two North Riverside Plaza, Suite 1300
Chicago, IL 60606

Assignee: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Chief
Section of Administration
December 13, 2013
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A description of the railroad equipment covered by the enclosed document is:

76 hopper railcars: WRRC 1000 – WRRC 1075.

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 \$44.00 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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT is dated as of December 12, 2013, by and between FreightCar America, Inc., a Delaware corporation ("Assignor") and First Union Rail Corporation, a North Carolina corporation ("Assignee").

WITNESSETH:

1. Assignor, as lessor, entered into that certain Rider 2 dated as of September 30, 2013 with Cemex, Inc., as lessee, as amended by that certain Amendment No. 1 to Rider 2, dated as of October 17, 2013, between Assignor and Cemex, Inc., incorporating the terms of that certain Railcar Equipment Lease, dated as of June 25, 2013 between Assignor and Cemex, Inc. (the "Lease") for certain railcars described in Exhibit A attached hereto (the "Railcars").

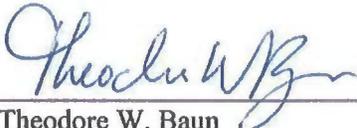
2. Assignor and Assignee have entered into that certain Assignment and Assumption Agreement dated as of December 12, 2013, which is evidenced by this Memorandum of Assignment and Assumption Agreement with respect to the Lease and the Railcars.

3. This Memorandum of Assignment and Assumption Agreement 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.]

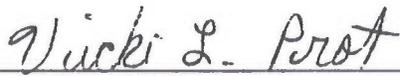
IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Assumption Agreement to be executed by their duly authorized officers as of the date first written above.

FREIGHTCAR AMERICA, INC.,
as Assignor

By: 
Name: Theodore W. Baun
Title: SVP, Marketing and Sales

STATE OF ILLINOIS)) ss:
COUNTY OF COOK)

The foregoing Memorandum of Assignment and Assumption Agreement was acknowledged before me, the undersigned Notary Public, in the County of Cook this 11th day of December, 2013 by Theodore W. Baun, as SVP, Marketing and Sales of FREIGHTCAR AMERICA, INC., on behalf of the company.


Notary Public

My commission expires: 5/18/14

[Notarial Seal]

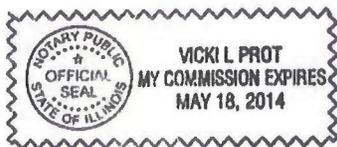


EXHIBIT A

DESCRIPTION OF CARS

VersaFlood™ Hybrid Triple Hopper Aggregate Railcars

QUANTITY

Seventy-six (76)

CAR NUMBERS

WRRC 1000 through WRRC 1075 (both inclusive)

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 12/13/13

Edward M Luria
Edward M. Luria