

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

August 18, 2014

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 July 11, 2014, 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 Commission and the Board under Recordation 18789.

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

Assignor: Siemens Financial Services, Inc.
170 Wood Avenue South
Iselin, New Jersey 08830

Assignee: ALF P-I, LLC
c/o RESIDCO
70 West Madison Street, Suite 2340
Chicago, Illinois 60606

Section Chief
August 18, 2014
Page 2

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

97 covered hopper cars: GGCX 1185 - GGCX 1258 (excluding GGCX 1230, GGCX 1232 and GGCX 1237) and GGCX 1499 - GGCX 1525 (excluding GGCX 1512).

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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a long horizontal stroke extending to the right.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This Memorandum of Assignment and Assumption Agreement ("Memorandum") made and entered into as of July 11, 2014 by and between SIEMENS FINANCIAL SERVICES, INC. as assignor ("Assignor"), and ALF P-I INC., as assignee ("Assignee").

WITNESSETH:

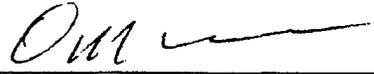
1. Assignor and Assignee have entered into a Assignment and Assumption Agreement dated as of July 11, 2014, pursuant to which Assignor agreed to sell and assign, and Assignee agreed to purchase from Assignor, Assignor's rights, liabilities, obligations, title and interest in and to certain equipment leases and the items of equipment leased thereunder.

2. Pursuant to the Agreement, Assignor has agreed to assign to Assignee, and Assignee has agreed to assume, Assignor's rights and obligations under that certain Master Equipment Lease Agreement dated as of April 29, 1994 by and between Assignor and Axiall Corporation as successor by merger to Georgia Gulf Corporation and the Lease Supplements thereunder dated April 29, 1994, December 12, 1994 and March 29, 1995 (collectively, the "Lease") and the equipment described on Exhibit A hereto and leased under the Lease. The Master Equipment Lease Agreement was recorded with the Surface Transportation Board ("Board") under Recordation Number 18789 on April 29, 1994 at 11:15 a.m. Surface Transportation Board filing information with respect to the Equipment Lease Supplements are set forth in Exhibit B hereto.

3. The parties hereto wish to show for public record, through this Memorandum, the existence of these agreements and their respective interests therein. Accordingly, the parties 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 counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that all parties are not signatories to the same counterpart.

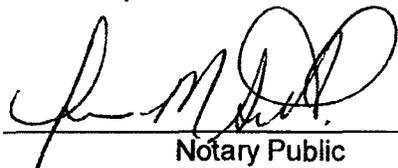
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed and delivered by their duly authorized representatives as of the date set forth above.

SIEMENS FINANCIAL SERVICES, INC.,
Assignor

By: 
Name: Doug Maher
Title: Chief Risk Officer

STATE OF New Jersey
COUNTY OF Middlesex ss:

The foregoing Memorandum of and Assumption Agreement was acknowledged before me, the undersigned Notary Public this 14th day of August, 2014 by Doug Maher, as Chief Risk Officer of SIEMENS FINANCIAL SERVICES, INC., on behalf of the corporation.


Notary Public

My commission expires: 6/3/2019

My Commission Expires 6/3/2019
I.D. # 2446812
NOTARY PUBLIC OF NEW JERSEY
TENA M. SCOTT

EXHIBIT A
to

MEMORANDUM OF
ASSIGNMENT AND SPECIFICATION OF ASSIGNED LEASE SCHEDULE

EQUIPMENT

Lease Supplement Dated:	Quantity	Description	Car Mark and Number
April 29, 1994	35	100 ton, Model DOT class L. 0. covered hopper cars manufactured by Thrall Car Manufacturing Co.	GGCX 1185 to and including GGCX 1219
December 12, 1994	36	100 ton, Model DOT class L. 0. covered hopper cars manufactured by Thrall Car Manufacturing Co.	GGCX 1220 to and including GGCX 1258, but excluding cars GGCX 1230, GGCX 1232 and GGCX 1237
March 29, 1995	26	100 ton, 5,800 cubic foot, Model CF 5711 1995 Centex Flow Covered Hopper Cars manufactured by ACF Industries, Inc.	GGCX 1499 to and including GGCX 1525, but excluding car GGCX 1512

EXHIBIT B
to

STB FILING DATA WITH RESPECT TO THE EQUIPMENT LEASE
SUPPLEMENTS

1. With respect to the Lease Supplement thereunder dated
April 29, 1994:

Lease Supplement and Acceptance Certificate, dated as of April
29, 1994, between the Lessor and Lessee, filed with the Board on April 29, 1994
at 11:15 a.m. under Recordation Number 18789-A.

2. With respect to the Lease Supplement thereunder dated
December 12, 1994:

Lease Supplement and Acceptance Certificate, dated as of
December 12, 1994, between the Lessor and Lessee, filed with the Board on
December 12, 1994 at 10:45 a.m. under Recordation Number 18789-B.

3. With respect to the Lease Supplement thereunder dated
March 29, 1995:

Lease Supplement and Acceptance Certificate, dated as of March
29, 1995, between the Lessor and Lessee, filed with the Board on March 29,
1995 at 4:15 p.m. under Recordation Number 18789-C.

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: 8/18/14

Edward M Luria
Edward M. Luria