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RECORDATION NO. 31324-B FILED
December 31, 2016 01:55 PM
SURFACE TRANSPORTATION BOARD

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

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

The enclosed document relates to the Memorandum of Lease previously filed with the Commission under Recordation Number 31324.

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

Assignor: XPO Stacktrain, LLC
11231 Phillips Industrial Blvd. East
Building 1, Suite 200
Jacksonville, FL 32256

Assignee: GATX Corporation
222 West Adams Street
Chicago, IL 60606

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

157 intermodal railcars:

BRAN 6300 – BRAN 6309
BRAN 6311 – BRAN 6314

Chief, Section of Administration
December 31, 2015
Page 2

BRAN 7250 – BRAN 7312
BRAN 7315 – BRAN 7321
BRAN 7323 – BRAN 7374
BRAN 7376 – BRAN 7392
BRAN 7394 – BRAN 7397

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

Memorandum of Assignment of Lease.

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,



Edward M. Luria

EML/bhs
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of this 31st day of December 2015, is made by XPO STACKTRAIN, LLC (the "Transferor"), and GATX CORPORATION (the "Transferee" and, together with the Transferor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, RBS Asset Finance Master Owner Trust, as lessor (the "Lessor"), Transferor and Transferee entered into that certain Omnibus Agreement (the "Omnibus Agreement") dated as of December 31, 2015 relating to 157 intermodal cars identified on Schedule 1 hereto (the "Equipment") and the assignment by Transferor and assumption by Transferee of Transferor's right, title and interest in, and obligations under, the Schedule No. 1 dated as of August 8, 2014 to the Railcar Lease Agreement, dated as of August 8, 2014, between Transferor, as lessee, and Lessor as lessor (as amended, "Lease").

WHEREAS, the Equipment is subject to the Lease.

WHEREAS, a memorandum of the Lease was filed with the Surface Transportation Board on August 11, 2014 and assigned recordation number 31324.

WHEREAS, a First Amendment to Memorandum of Lease dated as of December 31, 2014 was filed with the Surface Transportation Board on July 20, 2015 and assigned conveyance number 31324-A.

WHEREAS, a Memorandum of the Lease was deposited with the Registrar General of Canada on August 11, 2014 with Document Key 23753.

WHEREAS, a First Amendment to Memorandum of Lease was deposited with the Registrar General of Canada on July 30, 2015 with Document Key 24617.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in, and obligations under, the Lease to Transferee, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Transferor hereby confirms the assignment to Transferee of Transferor's right, title and interest in, and obligations under, the Lease in accordance with the terms and conditions of the Omnibus Agreement, and the Transferee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

[Signature Page Follows]

[Memorandum of Assignment of Lease]

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

XPO STACKTRAIN, LLC

By: 
Name: Paul V. Smith
Title: President

[Memorandum of Assignment of Lease]

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

GATX CORPORATION

By: *Eric G. Hess*
Name: *Eric G. Hess*
Title: *Assistant Treasurer*

Schedule 1

RBS/Citizens -
XPO/Pacer Car Marks

	<u>Car Number</u>		<u>Car Number</u>
1	BRAN007250	1	BRAN006300
2	BRAN007251	2	BRAN006301
3	BRAN007252	3	BRAN006302
4	BRAN007253	4	BRAN006303
5	BRAN007254	5	BRAN006304
6	BRAN007255	6	BRAN006305
7	BRAN007256	7	BRAN006306
8	BRAN007257	8	BRAN006307
9	BRAN007258	9	BRAN006308
10	BRAN007259	10	BRAN006309
11	BRAN007260	11	BRAN006311
12	BRAN007261	12	BRAN006312
13	BRAN007262	13	BRAN006313
14	BRAN007263	14	BRAN006314
15	BRAN007264		
16	BRAN007265		
17	BRAN007266		
18	BRAN007267		
19	BRAN007268		
20	BRAN007269		
21	BRAN007270		
22	BRAN007271		
23	BRAN007272		
24	BRAN007273		
25	BRAN007274		
26	BRAN007275		
27	BRAN007276		
28	BRAN007277		
29	BRAN007278		
30	BRAN007279		
31	BRAN007280		
32	BRAN007281		
33	BRAN007282		
34	BRAN007283		
35	BRAN007284		
36	BRAN007285		
37	BRAN007286		

38	BRAN007287
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43	BRAN007292
44	BRAN007293
45	BRAN007294
46	BRAN007295
47	BRAN007296
48	BRAN007297
49	BRAN007298
50	BRAN007299
51	BRAN007300
52	BRAN007301
53	BRAN007302
54	BRAN007303
55	BRAN007304
56	BRAN007305
57	BRAN007306
58	BRAN007307
59	BRAN007308
60	BRAN007309
61	BRAN007310
62	BRAN007311
63	BRAN007312
64	BRAN007315
65	BRAN007316
66	BRAN007317
67	BRAN007318
68	BRAN007319
69	BRAN007320
70	BRAN007321
71	BRAN007323
72	BRAN007324
73	BRAN007325
74	BRAN007326
75	BRAN007327
76	BRAN007328
77	BRAN007329
78	BRAN007330
79	BRAN007331
80	BRAN007332

81	BRAN007333
82	BRAN007334
83	BRAN007335
84	BRAN007336
85	BRAN007337
86	BRAN007338
87	BRAN007339
88	BRAN007340
89	BRAN007341
90	BRAN007342
91	BRAN007343
92	BRAN007344
93	BRAN007345
94	BRAN007346
95	BRAN007347
96	BRAN007348
97	BRAN007349
98	BRAN007350
99	BRAN007351
100	BRAN007352
101	BRAN007353
102	BRAN007354
103	BRAN007355
104	BRAN007356
105	BRAN007357
106	BRAN007358
107	BRAN007359
108	BRAN007360
109	BRAN007361
110	BRAN007362
111	BRAN007363
112	BRAN007364
113	BRAN007365
114	BRAN007366
115	BRAN007367
116	BRAN007368
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118	BRAN007370
119	BRAN007371
120	BRAN007372
121	BRAN007373
122	BRAN007374
123	BRAN007376

124	BRAN007377
125	BRAN007378
126	BRAN007379
127	BRAN007380
128	BRAN007381
129	BRAN007382
130	BRAN007383
131	BRAN007384
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133	BRAN007386
134	BRAN007387
135	BRAN007388
136	BRAN007389
137	BRAN007390
138	BRAN007391
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140	BRAN007394
141	BRAN007395
142	BRAN007396
143	BRAN007397

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: December 31, 2015 Edward M Luria
Edward M. Luria