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

July 8, 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 of Lease, dated as of July 1, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement and Lease Schedule No. 6 previously filed with the Board under Recordation Number 31276.

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

Assignor: Consultants Group Commercial Funding Corporation
d/b/a CG Commercial Finance
2211 Michelson Drive, Suite 1100
Irvine, California 92612

Assignee: NXT Capital, LLC
191 North Wacker Drive, Suite 1200
Chicago, Illinois 60606

Chief, Section of Administration
July 8, 2014
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A description of the railroad equipment covered by the enclosed document is:

199 hopper railcars: MECX 1001 – MECX 1199.

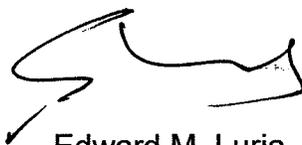
A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$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 'Edward M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of this 1st day of July, 2014, is made by **CONSULTANTS GROUP COMMERCIAL FUNDING CORPORATION**, doing business as **CG Commercial Finance**, a California corporation ("**Transferor**"), and **NXT CAPITAL, LLC**, a Delaware limited liability company ("**Transferee**" and, together with Transferor, the "**Parties**").

WHEREAS, Transferor and Transferee have entered into that certain Assignment and Bill of Sale (the "**Purchase Agreement**") dated as of July 1, 2014 relating to the sale by Transferor to Transferee of one hundred ninety-nine (199) hopper railcars identified in Exhibit A hereto (the "**Cars**"), and the assignment by Transferor and assumption by Transferee of Transferor's right, title and interest in, and obligations under that certain Lease Schedule No. 6 dated May 21, 2014 (the "**Schedule**") to the Lease Agreement No. 5510, dated effective as of June 15, 2012, between Transferor, as Lessor, and The American Coal Company and Murray Energy Corporation, collectively as Lessee (the "**Lease Agreement**"), as each relates to the Cars, with respect to periods on and after the date hereof with the exception of certain retained obligations and retained rents identified in the Purchase Agreement (the "**Assigned Interests**");

WHEREAS, pursuant to the Purchase Agreement, Transferee has acquired the Assigned Interests;

WHEREAS, the Cars are currently subject to the Schedule and the Lease Agreement;

WHEREAS, a Memorandum of Lease Agreement with respect to the Lease Agreement and the Schedule was filed with the Surface Transportation Board on July 1, 2014, and assigned recordation number 31276;

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 the Cars and in the Assigned Interests, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

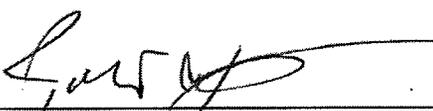
NOW, THEREFORE, for valuable consideration the receipt and sufficiency of which is hereby acknowledged by each of the Parties hereto, by this instrument Transferor and Transferee hereby confirm Transferor's sale of the Cars to Transferee and the assignment to Transferee of Transferor's right, title and interest in, and obligations under, the Schedule and the Lease Agreement as each relates to the Cars.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment of Lease 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 Transferor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

**CONSULTANTS GROUP COMMERCIAL FUNDING CORPORATION,
doing business as CG Commercial Finance**

By: 
Name: Robert C. Davis
Title: Executive Vice President

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

NXT CAPITAL, LLC

By: 
Name: MARTIN EICHENGREEN
Title: Director

EXHIBIT A

DESCRIPTION OF UNITS

199 Johnston American Aluminum Rapid- Discharge AutoFlood II Hopper Railcars

Reporting marks: MECX 1001 – MECX 1199 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: July 8, 2014

Edward M. Luria

Edward M. Luria