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

September 15, 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 September 3, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease previously filed with the Board under Recordation Number 27488.

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

Contributor: General Electric Capital Corporation
201 High Ridge Road
Stamford, CT 06905

Assignee: General Electric Railcar Services LLC
161 North Clark Street 7th Floor
Chicago, IL 60601

[Lessee: Cemex, Inc.
840 Gessner, Suite 1400
Houston, TX 77024]

Chief, Section of Administration
September 15, 2015
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A description of the railroad equipment covered by the enclosed document is:

There is no change to the equipment associated with this filing.

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,



Edward M. Luria

EML/sem
Enclosures

Memorandum of Assignment

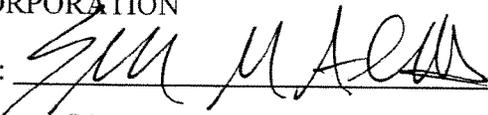
This MEMORANDUM OF ASSIGNMENT is made and entered into as of September 3, 2015 by and between GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation ("Contributor"), and GENERAL ELECTRIC RAILCAR SERVICES LLC, a Delaware limited liability company ("Assignee"). Capitalized terms used herein but not otherwise defined herein shall have the respective meanings ascribed thereto in the Contribution Agreement (as defined below).

1. Contributor is (a) the lessor under that certain Equipment Lease dated as of May 2, 2008 between Contributor and CEMEX, Inc. ("Lessee"), as supplemented by Lease Supplement No. 1 dated as of May 2, 2008 between Contributor and Lessee (collectively, the "Lease") and (b) owner of the rail equipment subject to the Lease (the "Equipment"), which are identified by running mark and number on Schedule 1 hereto.
2. Contributor and Lessee executed that certain Memorandum of Equipment Lease dated as of May 2, 2008, which was recorded in the files of the Surface Transportation Board under recordation number 27488 on May 2, 2008 at 9:30 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 Equipment (collectively, the "Contributed Assets"), and the Assignee has acquired and accepted the contribution, transfer, assignment and conveyance of the Contributed Assets, 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 Contributed Assets.

[signature page follows]

Dated: September 3, 2015

GENERAL ELECTRIC CAPITAL
CORPORATION

By: 

Name: Stephen Albrecht

Title: Vice President

GENERAL ELECTRIC RAILCAR
SERVICES LLC

By: _____

Name: _____

Title: _____

State of CONNECTICUT)
) ss.
County of FAIRFIELD)

On this 3rd day of September, 2015, before me personally appeared Stephen Albrecht, to me personally known, who, being duly sworn did say that (s)he is a Vice President of GENERAL ELECTRIC CAPITAL CORPORATION, and that said instrument was signed on behalf of said corporation by authority of its board of directors, and (s)he acknowledged said instrument to be the free act and deed of such corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

LELIA C. CHAPIN
NOTARY PUBLIC
MY COMMISSION EXPIRES MAR. 31, 2018

Lelia C. Chapin
NOTARY PUBLIC



State of ILLINOIS)
) ss.
County of COOK)

On this ___ day of September, 2015, before me personally appeared _____, to me personally known, who, being duly sworn did say that (s)he is a _____ of GENERAL ELECTRIC RAILCAR SERVICES LLC, and that said instrument was signed on behalf of said company by authority of its sole member, and (s)he acknowledged said instrument to be the free act and deed of such company.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

NOTARY PUBLIC

Dated: September 3, 2015

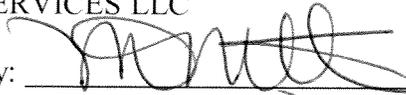
GENERAL ELECTRIC CAPITAL
CORPORATION

By: _____

Name: _____

Title: _____

GENERAL ELECTRIC RAILCAR
SERVICES LLC

By:  _____

Name: Michelle DeMita

Title: Vice President

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: September 15, 2015

Edward M. Luria

Edward M. Luria