

RECORDATION NO. 24658-A
ALVORD AND ALVORD PLLC FILED APRIL 30, 2015 3:30 PM
ATTORNEYS AT LAW SURFACE TRANSPORTATION BOARD
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

PHONE: (202) 393-2266

FAX: 1-855-600-2836

E-MAIL: alvord@alvordlaw.com

WEBSITE: www.alvordlaw.com

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

April 30, 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 and Assumption Agreement, dated as of April 30, 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 Agreement previously filed with the Board under Recordation Number 24658.

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

Assignor: Mitsui Rail Capital, LLC
71 S. Wacker Drive, Suite 1800
Chicago, IL 60606

Assignee: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, TX 75207

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

20 hopper railcars: VALX 23194 – VALX 23213, inclusive.

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

Memorandum of Assignment and Assumption Agreement.

Section Chief
April 30, 2015
Page 2

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,


for
Edward M. Luria

EML/cem
Enclosures

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This Memorandum of Assignment and Assumption Agreement (this "**Memorandum**") is made and entered into as of April **30**, 2015 between MITSUI RAIL CAPITAL, LLC, a Delaware limited liability company ("**Assignor**"), and TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation ("**Assignee**").

W I T N E S S E T H:

1. Assignor, as Lessor, leased to Sierra Pacific Power Company, a Nevada corporation ("**Lessee**") 20 Johnstown America 2001 built Autoflood II hopper cars (the "**Cars**"), marked and numbered VALX 23194 – 23213, both inclusive, as set forth on Schedule 1 hereto, pursuant to that certain Schedule No. 1 to the Lease Agreement, dated March 31, 2003, between Lessee, as lessee and Seller, as lessor, together with the Lease Agreement dated as of March 31, 2003, between Seller and Lessee.
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease, with respect to the period on and after the date hereof, on the terms set forth in the Assignment and Assumption Agreement dated as of the date hereof between Assignor and Assignee, and the Cars.
3. This Memorandum may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument. This Memorandum may be executed by a party and delivered to the other party by facsimile or other electronic transmission, and such signature shall have the same force and effect as an original signature on such document.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

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

mitsui rail capital, llc

By: _____

Name: Daniel P. Penovich

Title: President

I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignee 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 Assignee. I further declare under penalty of perjury that the foregoing is true and correct.

TRINITY INDUSTRIES LEASING COMPANY

By: _____

Name:

Title:

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

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

MITSUI RAIL CAPITAL, LLC

By: _____
Name: Daniel P. Penovich
Title: President

I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignee 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 Assignee. I further declare under penalty of perjury that the foregoing is true and correct.

TRINITY INDUSTRIES LEASING COMPANY

By:  _____
Name: Eric Marchetto
Title: Executive Vice President –
Chief Financial Officer

SCHEDULE 1

**TO THE
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

20 Johnstown America 2001 built Autoflood II hopper cars, bearing the following road marks and numbers:

<u>MARKS</u>	<u>NUMBERS</u>
VALX	23194 – 23213 (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: April 30, 2015

Edward M. Luria

Edward M. Luria