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August 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, dated as of August 26, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to documents previously filed with the Board under Recordation Number 20038.

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

Contributor: General Electric Capital Corporation
120 Long Ridge Road
Stamford, CT 06927

Assignee: General Electric Railcar Services LLC
161 N. Clark Street
Chicago, IL 60601

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

All railroad equipment covered by the Memorandum of Lease Agreement and related documents filed under Recordation Number 20038, 20038-A, and 20038-B, including 65 gondola railcars: IC 299631 – IC 299695, inclusive.

Section Chief
August 31, 2015
Page 2

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,

A handwritten signature in black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M" and "y".

Claire E. Murphy

CEM
Enclosures

Memorandum of Assignment

This MEMORANDUM OF ASSIGNMENT is made and entered into as of August 26, 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 the lessor under that certain Master Lease Agreement dated as of April 25, 1996 (as amended, supplemented, renewed or otherwise modified, the "Lease") between Boatmen's Equipment Finance, Inc. ("Original Lessor") and Illinois Central Railroad Company ("Lessee"), as supplemented by the lease schedule thereto styled Schedule A (Thrall 100 Ton Covered Coil Gondolas) Supplement to Master Lease Agreement dated April 25, 1996 ("Lease Schedule No. 1") between Original Lessor and Lessee, which Lease was assigned to and assumed by Contributor by that certain Assignment and Assumption Agreement dated as of December 31, 2003 between Contributor and Banc of America Leasing & Capital, LLC, as successor to Original Lessor (the "Assignment");
2. A Memorandum of Master Lease Agreement was recorded in the files of the Surface Transportation Board with respect to the Lease under recordation number 20038 on May 1, 1996 at 11:20 a.m. The Assignment was recorded in the files of the Surface Transportation Board under recordation number 20038-B on April 28, 2004 at 1:08 p.m., and was deposited with the Registrar-General of Canada under document key 15385 on April 29, 2004.
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 Assignee has acquired and accepted the contribution, transfer, assignment and conveyance of the Lease, 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 Lease.

[signature page follows]

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New Jersey, 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: August 31, 2015



Claire E. Murphy