RECORDATION NO. 20771-A
FILED DECEMBER 9, 2015 3:12 PM
SURFACE TRANSPORTATION BOARD

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December 9, 2015

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for efiling the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Assumption Agreement, a secondary document, dated as of November 20, 2015. The primary document to which this is connected is recorded under Recordation No. 20771. We request that this document be recorded under Recordation No. 20771-A.

The names and addresses of the parties to the Memorandum of Assignment and Assumption Agreement are:

Assignor:

General Electric Capital Corporation
500 West Monroe Street
Chicago, IL 60601

Assignee:

CF Equipment Leases, LLC
500 West Monroe Street
Chicago, IL 60601

A description of the equipment covered by the Memorandum of Assignment and Assumption Agreement consists of 97 covered hopper cars numbered GLCX 7000-7030, inclusive, 7032-7063, inclusive, 7065-7088, inclusive, and 7090-7099, inclusive.

A fee of $43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Assumption Agreement between General Electric Capital Corporation, 500 West Monroe Street, Chicago, IL 60601, and CF Equipment Leases, LLC, 500 West Monroe Street, Chicago, IL 60601, covering 97 covered hopper cars numbered GLCX 7000-7030, inclusive, 7032-7063, inclusive, 7065-7088, inclusive, and 7090-7099, inclusive.

Very Truly Yours,

Louis E. Gitomer

Enclosure

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MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT (this "**Memorandum of Assignment**") is made and entered into as of November 20, 2015, among **General Electric Capital Corporation** ("**Assignor**") and **CF Equipment Leases, LLC** ("**Assignee**"), with reference to the following:

1. Pursuant to that certain Master Lease Agreement dated as of July 15, 1997 (the "**Master Lease**") between General Electric Capital Corporation ("**Assignor**") and Great Lakes Carbon Corporation ("**Lessee**") and that certain Equipment Schedule No. 001 dated as of July 15, 1997 (the "**Schedule**"; the Master Lease and the Schedule, together, the "**Lease**") between Assignor and Lessee, Assignor agreed to furnish to Lessee, and Lessee agreed to lease from Assignor, 97 covered hopper cars numbered GLCX 7000-7030, inclusive, 7032-7063, inclusive, 7065-7088, inclusive, and 7090-7099, inclusive (the "**Cars**").

2. The Lease was evidenced by that certain Memorandum of Lease Agreement dated as of July 15, 1997 between Assignor and Lessee, recorded with the Surface Transportation Board on July 15, 1997 as Recordation No. 20771.

3. Pursuant to a Contribution and Assumption Agreement dated as of October 1, 2015 (the "**Assignment**"), Assignor assigned to Assignee, and Assignee assumed from Assignor, all of Assignor's right, title and interest in, to and under the Lease and the Cars.

4. This Memorandum of Assignment is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) for the purpose of giving record notice and evidence of the Assignment, the Lease and the Cars.

5. This Memorandum of Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Assignment.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the parties hereto have duly executed and delivered this Memorandum of Assignment as of the date first written above.

Assignor:

General Electric Capital Corporation

By: _____
Name: Glenn Campbell
Title: Authorized Signatory

Assignee:

CF Equipment Leases, LLC

By: _____
Name: Glenn Campbell
Title: Authorized Signatory

[EXECUTION PAGE OF MEMORANDUM OF ASSIGNMENT]

STATE OF Illinois)
) **SS.**
COUNTY OF Cook)

On this 20th day of November, 2015, before me appeared Glenn Campbell, to me personally known, who being by me duly sworn did say that he/she is the Authorized Signatory of General Electric Capital Corporation, a Delaware corporation, and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged said instrument to be the free act and deed of said corporation.

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

Jennifer L Splavec
Notary Public

My Commission Expires:

7-10-16

OFFICIAL SEAL
JENNIFER L SPLAVEC
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:07/10/16

STATE OF Illinois)
) **SS.**
COUNTY OF Cook)

On this 20th day of November, 2015, before me appeared Glenn Campbell, to me personally known, who being by me duly sworn did say that he/she is the Authorized Signatory of CF Equipment Leases, LLC, a Delaware limited liability company, and that said instrument was signed on behalf of said limited liability company by authority of its Members/Managers, and he/she acknowledged said instrument to be the free act and deed of said limited liability company.

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

Jennifer L Splavec
Notary Public

My Commission Expires:

7-10-16

4821-7358-9547, v. 1

OFFICIAL SEAL
JENNIFER L SPLAVEC
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:07/10/16