

RECORDATION NO. 31303-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

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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 Memoranda of Full Service Lease Agreement previously filed with the Board under Recordation Numbers 31303 and 31304.

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:

240 railcars within the series MBKX 3001 – MBKX 3240 and MBKX 450221 – MBKX 452522 as more particularly set forth on the attachment to the document.

Section Chief
April 30, 2015
Page 2

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

Memorandum of Assignment and Assumption Agreement.

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:

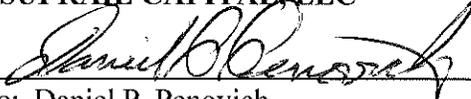
1. Assignor, as Lessor, leased to Kincaid Generation, L.L.C., a Virginia limited liability company ("**Lessee**") 240 Rotary Aluminum Autoflood III Open Top Hoppers (the "**Cars**"), marked and numbered in series MBKX 3001- MBKX 3240 and MBKX 450221 - MBKX 452522, as set forth on Schedule 1 hereto, pursuant to that certain Schedule No. 2 and Schedule No. 3 to the Lease Agreement, each dated May 22, 2014, between Lessee, as lessee and Seller, as lessor, together with the Full Service Lease Agreement dated as of December 21, 2012, 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: EM _____
Name: Eric Marchetto
Title: Executive Vice President –
Chief Financial Officer

SCHEDULE 1
TO THE
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

240 Rotary Aluminum Autoflood III Open Top Hoppers, bearing the following road marks and numbers:

<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	MBKX	3001	43	MBKX	3166	86	MBKX	3212
2	MBKX	3004	44	MBKX	3167	87	MBKX	3213
3	MBKX	3005	45	MBKX	3168	88	MBKX	3214
4	MBKX	3006	46	MBKX	3169	89	MBKX	3215
5	MBKX	3013	47	MBKX	3170	90	MBKX	3216
6	MBKX	3014	48	MBKX	3171	91	MBKX	3217
7	MBKX	3015	49	MBKX	3172	92	MBKX	3218
8	MBKX	3016	50	MBKX	3173	93	MBKX	3219
9	MBKX	3017	51	MBKX	3174	94	MBKX	3221
10	MBKX	3083	52	MBKX	3175	95	MBKX	3222
11	MBKX	3121	53	MBKX	3176	96	MBKX	3223
12	MBKX	3122	54	MBKX	3177	97	MBKX	3228
13	MBKX	3123	55	MBKX	3178	98	MBKX	3229
14	MBKX	3124	56	MBKX	3179	99	MBKX	3230
15	MBKX	3126	57	MBKX	3180	100	MBKX	3234
16	MBKX	3127	58	MBKX	3181	101	MBKX	3236
17	MBKX	3128	59	MBKX	3182	102	MBKX	3237
18	MBKX	3130	60	MBKX	3183	103	MBKX	3238
19	MBKX	3131	61	MBKX	3184	104	MBKX	3239
20	MBKX	3132	62	MBKX	3185	105	MBKX	3240
21	MBKX	3134	63	MBKX	3186	106	MBKX	450221
22	MBKX	3135	64	MBKX	3187	107	MBKX	450226
23	MBKX	3136	65	MBKX	3188	108	MBKX	450228
24	MBKX	3137	66	MBKX	3189	109	MBKX	450230
25	MBKX	3138	67	MBKX	3190	110	MBKX	450237
26	MBKX	3139	68	MBKX	3191	111	MBKX	450238
27	MBKX	3140	69	MBKX	3192	112	MBKX	450239
28	MBKX	3141	70	MBKX	3193	113	MBKX	450240
29	MBKX	3143	71	MBKX	3194	114	MBKX	450241
30	MBKX	3146	72	MBKX	3195	115	MBKX	450242
31	MBKX	3148	73	MBKX	3196	116	MBKX	450244
32	MBKX	3149	74	MBKX	3197	117	MBKX	450247
33	MBKX	3150	75	MBKX	3199	118	MBKX	450248
34	MBKX	3151	76	MBKX	3200	119	MBKX	450249
35	MBKX	3153	77	MBKX	3201	120	MBKX	450250
36	MBKX	3155	78	MBKX	3203	121	MBKX	450251
37	MBKX	3160	79	MBKX	3204	122	MBKX	450254
38	MBKX	3161	80	MBKX	3205	123	MBKX	450259
39	MBKX	3162	81	MBKX	3206	124	MBKX	450260
40	MBKX	3163	82	MBKX	3207	125	MBKX	450261
41	MBKX	3164	83	MBKX	3208	126	MBKX	450265
42	MBKX	3165	84	MBKX	3209	127	MBKX	450266
			85	MBKX	3210	128	MBKX	450267

<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>
129	MBKX	450269	167	MBKX	450452	205	MBKX	452457
130	MBKX	450270	168	MBKX	452399	206	MBKX	452459
131	MBKX	450272	169	MBKX	452400	207	MBKX	452461
132	MBKX	450273	170	MBKX	452402	208	MBKX	452462
133	MBKX	450274	171	MBKX	452404	209	MBKX	452468
134	MBKX	450275	172	MBKX	452407	210	MBKX	452470
135	MBKX	450276	173	MBKX	452408	211	MBKX	452471
136	MBKX	450278	174	MBKX	452409	212	MBKX	452472
137	MBKX	450279	175	MBKX	452410	213	MBKX	452473
138	MBKX	450286	176	MBKX	452411	214	MBKX	452474
139	MBKX	450290	177	MBKX	452414	215	MBKX	452477
140	MBKX	450297	178	MBKX	452415	216	MBKX	452480
141	MBKX	450299	179	MBKX	452416	217	MBKX	452481
142	MBKX	450303	180	MBKX	452417	218	MBKX	452484
143	MBKX	450304	181	MBKX	452418	219	MBKX	452485
144	MBKX	450305	182	MBKX	452420	220	MBKX	452486
145	MBKX	450306	183	MBKX	452421	221	MBKX	452491
146	MBKX	450307	184	MBKX	452422	222	MBKX	452492
147	MBKX	450308	185	MBKX	452424	223	MBKX	452493
148	MBKX	450310	186	MBKX	452426	224	MBKX	452494
149	MBKX	450313	187	MBKX	452427	225	MBKX	452496
150	MBKX	450317	188	MBKX	452430	226	MBKX	452497
151	MBKX	450321	189	MBKX	452431	227	MBKX	452500
152	MBKX	450322	190	MBKX	452432	228	MBKX	452501
153	MBKX	450323	191	MBKX	452433	229	MBKX	452502
154	MBKX	450327	192	MBKX	452434	230	MBKX	452503
155	MBKX	450329	193	MBKX	452436	231	MBKX	452504
156	MBKX	450332	194	MBKX	452437	232	MBKX	452508
157	MBKX	450334	195	MBKX	452439	233	MBKX	452509
158	MBKX	450335	196	MBKX	452440	234	MBKX	452512
159	MBKX	450336	197	MBKX	452441	235	MBKX	452515
160	MBKX	450337	198	MBKX	452446	236	MBKX	452516
161	MBKX	450339	199	MBKX	452447	237	MBKX	452517
162	MBKX	450373	200	MBKX	452448	238	MBKX	452519
163	MBKX	450376	201	MBKX	452450	239	MBKX	452520
164	MBKX	450377	202	MBKX	452451	240	MBKX	452522
165	MBKX	450450	203	MBKX	452453			
166	MBKX	450451	204	MBKX	452455			

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