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April 27, 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 27, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 27297.

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

Assignor: Adler Funding LLC c/o GATX Corporation
222 West Adams Street, Suite 500
Chicago, IL 60606

Assignee: GATX Corporation
222 West Adams Street, Suite 500
Chicago, IL 60606

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

57 railcars: WRWK 728343 – WRWK 72899, inclusive (previously marked MCSA).

Section Chief
April 27, 2015
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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 is dated as of April 27, 2015, by and between Adler Funding LLC, a Delaware limited liability company ("Assignor"), and GATX Corporation, a New York corporation ("Assignee").

WITNESSETH:

1. Assignor, as lessor, entered into that certain Schedule No. 03 to Master Net Railcar Lease (the "Schedule") with Evergreen Packaging Company, Inc., assignee of International Paper Company, as lessee ("Lessee"), incorporating the terms of that certain Master Net Railcar Lease dated as of November 1, 2005, and effective as of July 1, 2005, between Assignor and Lessee (the "Master Lease," and the Schedule, incorporating the terms of the Master Lease, the "Lease") for certain railcars described in Exhibit A attached hereto (the "Railcars").

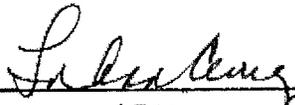
2. Assignor and Assignee have entered into that certain Assignment and Assumption Agreement dated as of April 27, 2015, which is evidenced by this Memorandum of Assignment and Assumption Agreement with respect to the Lease and the Railcars.

3. This Memorandum of Assignment and Assumption Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

[SIGNATURE PAGE FOLLOWS.]

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Assumption Agreement to be executed by their duly authorized officers as of the date first written above.

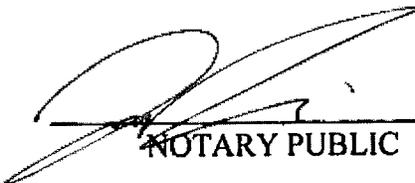
ADLER FUNDING LLC
Assignor

By: 
Name: **LORIANN CURNYN**
Title: **Managing Director**

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 24th day of April, 2015 before me personally appeared Lori Ann Curnyn, to me personally known to be the person whose name is subscribed to the within instrument and acknowledged to me that he or she executed the same in his or her authorized capacity, and that by his or her signature on the instrument the person, or the entity upon behalf of which he or she acted, executed the instrument.


NOTARY PUBLIC

My commission expires:

JONATHAN RIVERA
Notary Public, State of New York
No. 01RJ6312031
Qualified in Bronx County
Commission Expires Sept. 22, 2018

GATX CORPORATION,
Assignee

By: *Donald H. Spooner*
Name: DONALD H. SPOONER
Title: VICE PRESIDENT

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On April 24, 2015, before me, *Cheryl Shaw* Notary Public, personally appeared *Donald Spooner* who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he or she executed the same in his or her authorized capacity, and that by his or her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of Illinois that the foregoing paragraph is true and correct.

Witness my hand and official seal.

Cheryl A. Shaw
Notary Public
My Commission expires: 9/26/2016

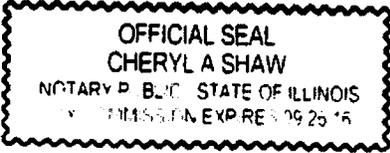


EXHIBIT A

DESCRIPTION OF CARS

Description of Cars: 50' plate F boxcars equipped with double 8' plug doors, 286,000 lbs. GRL.

Quantity: Fifty-seven (57).

Reporting marks and identifying numbers:

WRWK728343 - 728399, inclusive (formerly MCSA).

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 27, 2015

Edward M. Luria

Edward M. Luria