



RECORDATION NO. 24781-A
FILED OCTOBER 1, 2015 7:01 PM
SURFACE TRANSPORTATION BOARD

DLA Piper LLP (US)
203 North LaSalle Street, Suite 1900
Chicago, Illinois 60601-1293
T 312.368.4000
F 312.236.7516
W www.dlapiper.com

SUSAN G. LICHTENFELD
susan.lichtenfeld@dlapiper.com
Direct Phone: 312-368-2125
Direct Fax: 312-630-6338

October 1, 2015

VIA E-FILING

Surface Transportation Board
Office of Proceedings
395 E Street, S.W.
Washington, D.C. 20423
Attention: Chief of the Section of Administration

Dear Section Chief:

Enclosed for electronic filing and recordation with the Surface Transportation Board ("STB") pursuant to the provisions of 49 U.S.C. Section 11301(a) is an executed copy of the Memorandum of Assignment and Assumption, dated as of September 30, 2015 (the "Assignment") between General Electric Railcar Services LLC (f/k/a General Electric Railcar Services Corporation), as assignor, and Union Tank Car Company, as assignee, which Assignment is a secondary document as defined in the STB's Rules for the Recordation of Documents. The enclosed Assignment relates to that certain Car Leasing Agreement No. 0659-97 dated as of December 31, 2002 and Rider No. 112 thereto dated as of December 30, 2003 between General Electric Railcar Services Corporation, as lessor, and Marathon Ashland Petroleum LLC ("Marathon"), as lessee (collectively, the "Lease"). A Memorandum of Lease, with respect to the Lease, was duly filed with the STB on January 15, 2004 and assigned recordation number 24781.

The name and address of the party to the enclosed Assignment is:

Assignor: General Electric Railcar Services LLC
161 N. Clark Street, Suite 700
Chicago, IL 60601

Assignee: Union Tank Car Company
175 West Jackson Blvd.
Chicago, Illinois 60604



October 1, 2015
Page 2

A description of the railroad equipment covered by the enclosed Assignment is as follows: 125 tank cars marked NATX 1000 – NATX 1124, inclusive.

The required recordation fee of \$43.00 is being paid to the STB by charge to our firm account.

Kindly return a file-stamped copy of the Assignment and this letter to Susan G. Lichtenfeld at DLA Piper US LLP, 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Secondary Document to be Recorded

Memorandum of Assignment and Assumption, dated as of September 30, 2015, between General Electric Railcar Services LLC (f/k/a General Electric Railcar Services Corporation) and Union Tank Car Company.

Documents to Which the Secondary Document Relates

Car Leasing Agreement No. 0659-97 dated as of December 31, 2002 and Rider No. 112 thereto dated as of December 30, 2003 between General Electric Railcar Services Corporation, as lessor, and Marathon Ashland Petroleum LLC ("Marathon"), as lessee. A Memorandum of Lease was duly filed with the STB on January 15, 2004 and assigned recordation number 24781.

Very truly yours,

DLA Piper LLP (US)


Susan G. Lichtenfeld

Enclosure

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION

This Memorandum of Assignment and Assumption, dated as of September 30, 2015, is made by and between General Electric Railcar Services LLC (f/k/a General Electric Railcar Services Corporation), a Delaware limited liability company ("Assignor"), and Union Tank Car Company, a Delaware corporation ("Assignee").

W I T N E S S E T H:

1. Assignor, as lessor, leased to Marathon Ashland Petroleum LLC, as lessee, one hundred twenty five (125) Union Tank 1995 built 33.8K gallon, non-insulated 112J340W pressure tank cars, marked and numbered NATX 1000 through NATX 1124, inclusive (the "Tank Cars"), pursuant to that certain Car Leasing Agreement No. 0659-97 dated as of December 31, 2002 (the "Lease Agreement"), and Rider No. 112 thereto dated as of December 30, 2003 ("Rider No. 112", and collectively with the Lease Agreement as it relates to Rider No. 112, the "Lease").
2. A Memorandum of Lease was filed with the Surface Transportation Board ("STB") with respect to the Lease, under recordation number 24781 on January 15, 2004 at 3:00 p.m.
3. Assignor has agreed to sell and assign to Assignee, and Assignee has agreed to purchase and assume from Assignor, certain interests under the Lease, as amended, and the Tank Cars, and this Memorandum of Assignment and Assumption is being filed with the STB to reflect such assignment and assumption.
4. This Memorandum of Assignment and Assumption may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

[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.

GENERAL ELECTRIC RAILCAR SERVICES
LLC

By: 
Name: JOSEPH LATTANZIO
Title: PRESIDENT

I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignee with due authority 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.

UNION TANK CAR COMPANY

By: 
Name: DANIEL J. HARRIGAN
Title: GENERAL COUNSEL