

SEP 19 '07 -1 21 PM

SURFACE TRANSPORTATION BOARD

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E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)ELIAS C. ALVORD (1942)  
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URBAN A. LESTER

September 19, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams:

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 September 19, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 27152.

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

Assignor: High Ridge Leasing LLC  
c/o General Electric Capital Corporation  
201 High Ridge Road  
Stamford, CT 06905

Assignee: TXU 2007-1 Railcar Leasing LLC  
c/o General Electric Capital Corporation  
201 High Ridge Road  
Stamford, CT 06905

Mr. Vernon A. Williams  
September 19, 2007  
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A description of the railroad equipment covered by the enclosed document is:

996 aluminum rapid discharge IV coal railcars within the series TXUX 990001 - TXUX 991054 as more particularly set forth in the equipment schedule attached to the document.

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 \$35.00 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,



Robert W. Alvord

RWA/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement is made and entered by and between High Ridge Leasing LLC, a Delaware limited liability company ("Assignor"), and TXU 2007-1 Railcar Leasing LLC, a Delaware limited liability company ("Assignee").

Assignor and Assignee hereby affirm and acknowledge that:

1. Assignor is a party to (i) that certain Lease dated as of September 7, 2007 between Assignor, as lessor, and Texas Competitive Electric Holdings Company LLC, as lessee (the "Lease Agreement"), and (ii) certain other Operative Documents entered into in connection therewith and the transactions contemplated thereby.

2. Pursuant to that certain Assignment and Assumption Agreement dated as of the September 19, 2007 between Assignor and Assignee (the "Assignment and Assumption Agreement"), for good and valuable consideration, Assignor has agreed to assign to Assignee, and Assignee has agreed to assume from Assignor, all of Assignor's right, title and interest in, to and under the Lease Agreement and each of the other Operative Documents, including certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms of the Lease Agreement.

2. Assignor and Assignee further acknowledge and affirm that this Memorandum of Assignment and Assumption Agreement is not a summary of the Assignment and Assumption Agreement nor a complete recitation of the terms and provisions thereof. Accordingly, Assignor and Assignee hereby agree that in the event of a conflict between this Memorandum of Assignment and Assumption Agreement and the provisions of the Assignment and Assumption Agreement, the provisions of the Assignment and Assumption Agreement shall control.

3. This Memorandum of Assignment and Assumption Agreement is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a).

4. This Memorandum of Assignment and Assumption Agreement may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute a single instrument.

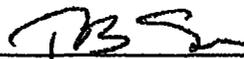
[signature page follows]

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Assumption Agreement to be duly executed as of September 19, 2007.

**ASSIGNOR:**

HIGH RIDGE LEASING LLC

By: General Electric Capital Corporation, its sole Member

By:   
Printed Name: Ricardo B. Silva  
Title: Vice President

**ASSIGNEE:**

TXU 2007-1 RAILCAR LEASING LLC

By: General Electric Capital Corporation, its sole Member

By:   
Printed Name: Ricardo B. Silva  
Title: Vice President

State of Connecticut

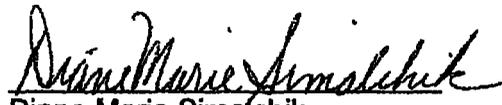
ss. (Stamford)

County of Fairfield

On this 19th day of September 2007, before me, Diane Marie Simalchik, the undersigned officer, personally appeared Ricardo B. Silva, who acknowledged himself to be a Vice President of General Electric Capital Corporation, who is the sole Member of High Ridge Leasing LLC, and that he as Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Vice President.

In witness whereof I hereunto set my hand.

**DIANE MARIE SIMALCHIK**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES NOV. 30, 2010

  
Diane Marie Simalchik  
Notary Public

My Commission Expires:  
November 30, 2010

State of Connecticut

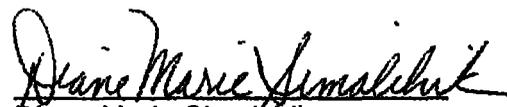
ss. (Stamford)

County of Fairfield

On this 19th day of September 2007, before me, Diane Marie Simalchik, the undersigned officer, personally appeared Ricardo B. Silva, who acknowledged himself to be a Vice President of General Electric Capital Corporation, who is the sole Member of TXU 2007-1 Railcar Leasing LLC, and that he as Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Vice President.

In witness whereof I hereunto set my hand.

**DIANE MARIE SIMALCHIK**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES NOV. 30, 2010

  
Diane Marie Simalchik  
Notary Public

My Commission Expires:  
November 30, 2010

# EXHIBIT A

## Description of Equipment

Equipment	Quantity	Reporting Marks	
Aluminum Rapid Discharge IV Coal Cars	996	TXUX 990001	through
		TXUX 990034	inclusive
		TXUX 990036	through
		TXUX 990054	inclusive
		TXUX 990056	through
		TXUX 990118	inclusive
		TXUX 990120	through
		TXUX 990197	inclusive
		TXUX 990199	through
		TXUX 990538	inclusive
		TXUX 990540	through
		TXUX 990552	inclusive
		TXUX 990554	through
		TXUX 990563	inclusive
		TXUX 990565	through
		TXUX 990706	inclusive
		TXUX 990708	
		TXUX 990711	
		TXUX 990716	
		TXUX 990718	
		TXUX 990722	
		TXUX 990723	
		TXUX 990726	
		TXUX 990731	
		TXUX 990732	
		TXUX 990735	
		TXUX 990737	
		TXUX 990738	
		TXUX 990744	
		TXUX 990747	through
		TXUX 990749	inclusive
		TXUX 990756	through
		TXUX 990764	inclusive
		TXUX 990767	through
		TXUX 990769	inclusive
		TXUX 990772	through
		TXUX 990774	inclusive
		TXUX 990784	through
		TXUX 990810	inclusive
		TXUX 990812	through
TXUX 990902	inclusive		
TXUX 990904	through		
TXUX 990956	inclusive		
TXUX 990958	through		
TXUX 990981	inclusive		
TXUX 990983	through		
TXUX 991033	inclusive		
TXUX 991035	through		
TXUX 991054	inclusive		