

RECORDATION NO. 24085 FILED

AUG 30 '02 7-25 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
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FAX (202) 393-2156
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

August 30, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

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, dated as of August 30, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Assignor: General Electric Railcar
Services Corporation
161 North Clark Street
Chicago, IL 60601

Assignee: First Union Commercial
Corporation
301 South College Street
Charlotte, NC 28288

Mr. Vernon A. Williams
August 30, 20002
Page Two

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

1185 railcars bearing GONX and HIX reporting marks and road numbers

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

Memorandum of Assignment

Also enclosed is a check in the amount of \$30.00 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/anr
Enclosures

RECORDATION NO. 24085 FILED

AUG 30 2002 1-25 PM

MEMORANDUM OF ASSIGNMENT
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT dated as of August 30, 2002 is between General Electric Railcar Services Corporation, a Delaware corporation ("General Electric"), and First Union Commercial Corporation, a North Carolina corporation ("FUCC").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. General Electric, as lessor has leased certain railroad cars more particularly described on Schedule 1 attached hereto (the "Cars") pursuant to that certain Net Car Leasing Agreement No. 88520-01-00-001 dated as of December 28, 2001 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Lease") to TTX Company.

B. General Electric and FUCC are parties to that certain Assignment and Assumption Agreement dated August 30, 2002 pursuant to which General Electric has assigned all of its right, title and interest under the Lease with respect to the Cars to FUCC.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

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SCHEDULE 1

Unit	Car Initial	Car Number	Description	Year Built
1	AINX	320016	100-Ton Mill Gondola	1980
2	AINX	340166	100-Ton Mill Gondola	1980
3	GONX	310001	100-Ton Mill Gondola	1980
4	GONX	310004	100-Ton Mill Gondola	1980
5	GONX	310006	100-Ton Mill Gondola	1980
6	GONX	310007	100-Ton Mill Gondola	1980
7	GONX	310011	100-Ton Mill Gondola	1980
8	GONX	310012	100-Ton Mill Gondola	1980
9	GONX	310014	100-Ton Mill Gondola	1980
10	GONX	310015	100-Ton Mill Gondola	1980
11	GONX	310019	100-Ton Mill Gondola	1980
12	GONX	310022	100-Ton Mill Gondola	1980
13	GONX	310023	100-Ton Mill Gondola	1980
14	GONX	310025	100-Ton Mill Gondola	1980
15	GONX	310026	100-Ton Mill Gondola	1980
16	GONX	310027	100-Ton Mill Gondola	1980
17	GONX	310029	100-Ton Mill Gondola	1980
18	GONX	310030	100-Ton Mill Gondola	1980
19	GONX	310033	100-Ton Mill Gondola	1980
20	GONX	310035	100-Ton Mill Gondola	1980
21	GONX	310036	100-Ton Mill Gondola	1980
22	GONX	310037	100-Ton Mill Gondola	1980
23	GONX	310038	100-Ton Mill Gondola	1980
24	GONX	310044	100-Ton Mill Gondola	1980
25	GONX	310050	100-Ton Mill Gondola	1980
26	GONX	310053	100-Ton Mill Gondola	1980
27	GONX	310055	100-Ton Mill Gondola	1980
28	GONX	310056	100-Ton Mill Gondola	1980
29	GONX	310059	100-Ton Mill Gondola	1980
30	GONX	310060	100-Ton Mill Gondola	1980
31	GONX	310061	100-Ton Mill Gondola	1980
32	GONX	310062	100-Ton Mill Gondola	1980
33	GONX	310066	100-Ton Mill Gondola	1980
34	GONX	310070	100-Ton Mill Gondola	1980
35	GONX	310073	100-Ton Mill Gondola	1980
36	GONX	310074	100-Ton Mill Gondola	1980
37	GONX	310075	100-Ton Mill Gondola	1980
38	GONX	310076	100-Ton Mill Gondola	1980
39	GONX	310082	100-Ton Mill Gondola	1980
40	GONX	310084	100-Ton Mill Gondola	1980
41	GONX	310088	100-Ton Mill Gondola	1980
42	GONX	310094	100-Ton Mill Gondola	1980
43	GONX	310103	100-Ton Mill Gondola	1980
44	GONX	310105	100-Ton Mill Gondola	1980
45	GONX	310110	100-Ton Mill Gondola	1980
46	GONX	310115	100-Ton Mill Gondola	1980
47	GONX	310118	100-Ton Mill Gondola	1980
48	GONX	310124	100-Ton Mill Gondola	1980
49	GONX	310129	100-Ton Mill Gondola	1980
50	GONX	310137	100-Ton Mill Gondola	1980
51	GONX	310142	100-Ton Mill Gondola	1980
52	GONX	310143	100-Ton Mill Gondola	1980

53	GONX	310144	100-Ton Mill Gondola	1980
54	GONX	310145	100-Ton Mill Gondola	1980
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59	GONX	310154	100-Ton Mill Gondola	1980
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62	GONX	310161	100-Ton Mill Gondola	1980
63	GONX	310165	100-Ton Mill Gondola	1980
64	GONX	310168	100-Ton Mill Gondola	1980
65	GONX	310171	100-Ton Mill Gondola	1980
66	GONX	310181	100-Ton Mill Gondola	1980
67	GONX	310182	100-Ton Mill Gondola	1980
68	GONX	310185	100-Ton Mill Gondola	1980
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79	GONX	310204	100-Ton Mill Gondola	1980
80	GONX	310208	100-Ton Mill Gondola	1980
81	GONX	310212	100-Ton Mill Gondola	1980
82	GONX	310214	100-Ton Mill Gondola	1980
83	GONX	310215	100-Ton Mill Gondola	1980
84	GONX	310218	100-Ton Mill Gondola	1980
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86	GONX	310223	100-Ton Mill Gondola	1980
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93	GONX	310243	100-Ton Mill Gondola	1980
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103	GONX	310271	100-Ton Mill Gondola	1980
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126	GONX	310346	100-Ton Mill Gondola	1980
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294	GONX	320096	100-Ton Mill Gondola	1980	
295	GONX	320097	100-Ton Mill Gondola	1980	
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309	GONX	320117	100-Ton Mill Gondola	1980	
310	GONX	320118	100-Ton Mill Gondola	1980	
311	GONX	320119	100-Ton Mill Gondola	1980	
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314	GONX	320123	100-Ton Mill Gondola	1980	
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319	GONX	320129	100-Ton Mill Gondola	1980	
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322	GONX	320134	100-Ton Mill Gondola	1980	
323	GONX	320135	100-Ton Mill Gondola	1980	
324	GONX	320136	100-Ton Mill Gondola	1980	
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326	GONX	320142	100-Ton Mill Gondola	1980	
327	GONX	320143	100-Ton Mill Gondola	1980	
328	GONX	320144	100-Ton Mill Gondola	1980	
329	GONX	320146	100-Ton Mill Gondola	1980	
330	GONX	320147	100-Ton Mill Gondola	1980	
331	GONX	320148	100-Ton Mill Gondola	1980	
332	GONX	320150	100-Ton Mill Gondola	1980	
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334	GONX	320152	100-Ton Mill Gondola	1980	
335	GONX	320155	100-Ton Mill Gondola	1980	
336	GONX	320158	100-Ton Mill Gondola	1980	
337	GONX	320162	100-Ton Mill Gondola	1980	
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340	GONX	320168	100-Ton Mill Gondola	1980	
341	GONX	320169	100-Ton Mill Gondola	1980	
342	GONX	320171	100-Ton Mill Gondola	1980	

343	GONX	320174	100-Ton Mill Gondola	1980	
344	GONX	320175	100-Ton Mill Gondola	1980	
345	GONX	320176	100-Ton Mill Gondola	1980	
346	GONX	320177	100-Ton Mill Gondola	1980	
347	GONX	320178	100-Ton Mill Gondola	1980	
348	GONX	320180	100-Ton Mill Gondola	1980	
349	GONX	320182	100-Ton Mill Gondola	1980	
350	GONX	320183	100-Ton Mill Gondola	1980	
351	GONX	320184	100-Ton Mill Gondola	1980	
352	GONX	320185	100-Ton Mill Gondola	1980	
353	GONX	320186	100-Ton Mill Gondola	1980	
354	GONX	320187	100-Ton Mill Gondola	1980	
355	GONX	320188	100-Ton Mill Gondola	1980	
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357	GONX	320190	100-Ton Mill Gondola	1980	
358	GONX	320192	100-Ton Mill Gondola	1980	
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365	GONX	320208	100-Ton Mill Gondola	1980	
366	GONX	320210	100-Ton Mill Gondola	1980	
367	GONX	320211	100-Ton Mill Gondola	1980	
368	GONX	320212	100-Ton Mill Gondola	1980	
369	GONX	320214	100-Ton Mill Gondola	1980	
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371	GONX	320216	100-Ton Mill Gondola	1980	
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377	GONX	320224	100-Ton Mill Gondola	1980	
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383	GONX	320231	100-Ton Mill Gondola	1980	
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398	GONX	320258	100-Ton Mill Gondola	1980	
399	GONX	320262	100-Ton Mill Gondola	1980	
400	GONX	320264	100-Ton Mill Gondola	1980	

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407	GONX	320272	100-Ton Mill Gondola	1980	
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563	GONX	330047	100-Ton Mill Gondola	1980
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594	GONX	330126	100-Ton Mill Gondola	1980
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687	GONX	340102	100-Ton Mill Gondola	1980
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728	GONX	340195	100-Ton Mill Gondola	1980
729	HIIX	310109	100-Ton Mill Gondola	1980
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731	HIIX	320091	100-Ton Mill Gondola	1980
732	HIIX	320145	100-Ton Mill Gondola	1980
733	HIIX	320149	100-Ton Mill Gondola	1980
734	HIIX	320242	100-Ton Mill Gondola	1980
735	HIIX	330020	100-Ton Mill Gondola	1980
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737	HIIX	330214	100-Ton Mill Gondola	1980
738	AINX	330334	100-Ton Mill Gondola	1981
739	GONX	310614	100-Ton Mill Gondola	1981
740	GONX	310616	100-Ton Mill Gondola	1981
741	GONX	310622	100-Ton Mill Gondola	1981
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743	GONX	310631	100-Ton Mill Gondola	1981
744	GONX	310637	100-Ton Mill Gondola	1981
745	GONX	310641	100-Ton Mill Gondola	1981
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747	GONX	310644	100-Ton Mill Gondola	1981
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775	GONX	310706	100-Ton Mill Gondola	1981	
776	GONX	310708	100-Ton Mill Gondola	1981	
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786	GONX	310733	100-Ton Mill Gondola	1981	
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1118	GONX	340366	100-Ton Mill Gondola	1981	
1119	GONX	340371	100-Ton Mill Gondola	1981	
1120	GONX	340372	100-Ton Mill Gondola	1981	
1121	GONX	340379	100-Ton Mill Gondola	1981	
1122	GONX	340380	100-Ton Mill Gondola	1981	
1123	GONX	340381	100-Ton Mill Gondola	1981	
1124	GONX	340383	100-Ton Mill Gondola	1981	
1125	GONX	340385	100-Ton Mill Gondola	1981	
1126	GONX	340387	100-Ton Mill Gondola	1981	
1127	GONX	340389	100-Ton Mill Gondola	1981	
1128	GONX	340392	100-Ton Mill Gondola	1981	
1129	GONX	340395	100-Ton Mill Gondola	1981	
1130	GONX	340396	100-Ton Mill Gondola	1981	
1131	GONX	340399	100-Ton Mill Gondola	1981	
1132	GONX	340403	100-Ton Mill Gondola	1981	
1133	GONX	340405	100-Ton Mill Gondola	1981	
1134	GONX	340406	100-Ton Mill Gondola	1981	
1135	GONX	340407	100-Ton Mill Gondola	1981	
1136	GONX	340411	100-Ton Mill Gondola	1981	
1137	GONX	340413	100-Ton Mill Gondola	1981	
1138	GONX	340416	100-Ton Mill Gondola	1981	
1139	GONX	340417	100-Ton Mill Gondola	1981	
1140	GONX	340419	100-Ton Mill Gondola	1981	
1141	GONX	340420	100-Ton Mill Gondola	1981	
1142	GONX	340424	100-Ton Mill Gondola	1981	
1143	GONX	340426	100-Ton Mill Gondola	1981	
1144	GONX	340429	100-Ton Mill Gondola	1981	
1145	GONX	340430	100-Ton Mill Gondola	1981	
1146	GONX	340431	100-Ton Mill Gondola	1981	
1147	GONX	340432	100-Ton Mill Gondola	1981	
1148	GONX	340433	100-Ton Mill Gondola	1981	
1149	GONX	340438	100-Ton Mill Gondola	1981	
1150	GONX	340439	100-Ton Mill Gondola	1981	
1151	GONX	340441	100-Ton Mill Gondola	1981	
1152	GONX	340442	100-Ton Mill Gondola	1981	
1153	GONX	340443	100-Ton Mill Gondola	1981	
1154	GONX	340447	100-Ton Mill Gondola	1981	

1155	GONX	340449	100-Ton Mill Gondola	1981
1156	GONX	340454	100-Ton Mill Gondola	1981
1157	GONX	340459	100-Ton Mill Gondola	1981
1158	GONX	340461	100-Ton Mill Gondola	1981
1159	GONX	340462	100-Ton Mill Gondola	1981
1160	GONX	340463	100-Ton Mill Gondola	1981
1161	GONX	340465	100-Ton Mill Gondola	1981
1162	GONX	340466	100-Ton Mill Gondola	1981
1163	GONX	340468	100-Ton Mill Gondola	1981
1164	GONX	340470	100-Ton Mill Gondola	1981
1165	GONX	340478	100-Ton Mill Gondola	1981
1166	GONX	340486	100-Ton Mill Gondola	1981
1167	GONX	340487	100-Ton Mill Gondola	1981
1168	GONX	340489	100-Ton Mill Gondola	1981
1169	GONX	340490	100-Ton Mill Gondola	1981
1170	GONX	340494	100-Ton Mill Gondola	1981
1171	GONX	340495	100-Ton Mill Gondola	1981
1172	GONX	340496	100-Ton Mill Gondola	1981
1173	GONX	350159	100-Ton Mill Gondola	1981
1174	GONX	350170	100-Ton Mill Gondola	1981
1175	GONX	350204	100-Ton Mill Gondola	1981
1176	GONX	350554	100-Ton Mill Gondola	1981
1177	GONX	350857	100-Ton Mill Gondola	1981
1178	GONX	351487	100-Ton Mill Gondola	1981
1179	GONX	351497	100-Ton Mill Gondola	1981
1180	HIIX	310890	100-Ton Mill Gondola	1981
1181	HIIX	330302	100-Ton Mill Gondola	1981
1182	HIIX	330351	100-Ton Mill Gondola	1981
1183	HIIX	340240	100-Ton Mill Gondola	1981
1184	HIIX	340394	100-Ton Mill Gondola	1981
1185	HIIX	340402	100-Ton Mill Gondola	1981