

SEP 06 '05

**3-41 PI**

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.

SUITE 301  
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
URBAN A. LESTER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

September 6, 2005

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 of Lease, dated as of September 6, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement filed with the Board under Recordation Number 25786.

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

Transferor: Mitsui Rail Capital, LLC  
5215 Old Orchard Road  
Suite 505  
Skokie, Illinois 60077

Transferor: AIG Commercial Equipment Finance, Inc.  
5700 Granite Parkway  
Suite 850  
Plano, Texas 75022

Mr. Vernon A. Williams  
September 6, 2005  
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A description of the railroad equipment covered by the enclosed document is:

250 Autoflood III railcars: MBKX 5918 - MBKX 6167.

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

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$33.00 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,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

(TVA)

**MEMORANDUM OF ASSIGNMENT OF LEASE**

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of this 6th day of September, 2005, is made by MITSUI RAIL CAPITAL, LLC, a Delaware limited liability company, with an address at 5215 Old Orchard Road, Skokie, IL 60077 (the "Transferor"), and AIG COMMERCIAL EQUIPMENT FINANCE, a Delaware corporation, with an address at 5700 Granite Parkway, Suite 850, Plano, TX 75022 (the "Transferee" and, together with the Transferor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor and Transferee entered into that certain Purchase Agreement (the "Purchase Agreement") dated as of September 6, 2005 relating to the sale by Transferor to Transferee of two hundred fifty (250) 2005-built aluminum rotary AutoFlood III™ railcars identified on Schedule 1 (the "Equipment") and the assignment by Transferor and assumption by Transferee of Transferor's right, title and interest in, and obligations under, the Lease Agreement, dated as of August 16, 2005, and entered into between Transferor, as lessor, and Tennessee Valley Authority, as lessee (the "Lease Agreement") and Schedule No. 1 thereto, dated August 16, 2005 and entered into between Transferor, as lessor, and Tennessee Valley Authority, as lessee ("Schedule 1"; Schedule 1 and the Lease Agreement as it relates to Schedule 1, collectively, the "Lease");

WHEREAS, the Equipment is subject to the Lease;

WHEREAS, a Memorandum of Lease Agreement with respect to the Lease was filed with the Surface Transportation Board (the "STB") on August 23, 2005, and assigned recordation number 25786; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in, and obligations under, the Lease to Transferee, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Transferor hereby confirms the sale of the Equipment to Transferee and the assignment to Transferee of Transferor's right, title and interest in, and obligations under, the Lease in accordance with the terms and conditions of the Purchase Agreement, and the Transferee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

[SIGNATURE PAGE TO FOLLOW]

RECORDATION NO.

25786-A FILED

SEP 06 '05

3-41 PM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferor by authority of its Management Committee and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferor. I further declare under penalty of perjury that the foregoing is true and correct.*

MITSUI RAIL CAPITAL, LLC

By:   
Name: Yasushi Imai  
Title: President

*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferee 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 the Transferee. I further declare under penalty of perjury that the foregoing is true and correct.*

AIG COMMERCIAL EQUIPMENT FINANCE, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Phone: (630) 577-1474

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferor by authority of its Management Committee and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferor. I further declare under penalty of perjury that the foregoing is true and correct.*

MITSUI RAIL CAPITAL, LLC

By: \_\_\_\_\_  
Name: Yasushi Imai  
Title: President

*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferee 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 the Transferee. I further declare under penalty of perjury that the foregoing is true and correct.*

AIG COMMERCIAL EQUIPMENT FINANCE, INC.

By: Jeff Wilkins  
Name: Jeff Wilkins  
Title: Vice President

**SCHEDULE 1  
TO THE  
MEMORANDUM OF ASSIGNMENT OF LEASE  
DATED AS OF SEPTEMBER 6, 2005  
EQUIPMENT**

Two hundred fifty (250) 2005-built aluminum rotary AutoFlood III™ railcars,  
bearing the following road marks and numbers:

MBKX 5918 – MBKX 6167 (both inclusive)