

RECORDATION NO. 26961-A FILED

MAY 11 '07 -2 3 0 PM

SURFACE TRANSPORTATION BOARD

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May 11, 2007

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 Agreement, dated as of May 11, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Master Car Lease Agreement and Schedule No. 1 being filed with the Board under Recordation Number 26961.

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

Assignor: AllCapital Rail Management, LLC  
601 Montgomery Street, Suite 325  
San Francisco, CA 94111

Assignee: ARH 2006-1, LLC  
c/o AllCapital (US), LLC  
780 Third Avenue  
New York, NY 10017

Mr. Vernon A. Williams  
May 11, 2007  
Page 2

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

30 railcars within the series ALLX 3200 – ALLX 3239 as more particularly set forth in the equipment schedule attached to the document.

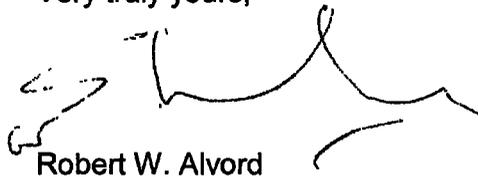
A short summary of the document to appear in the index is:

Memorandum of Assignment 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

RECORDATION NO. 26961-A

MAY 11 '07 -2 3 0 PM

SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF ASSIGNMENT AGREEMENT

Dated as of May 11, 2007

Between

ALLCAPITAL RAIL MANAGEMENT, LLC,  
As Assignor,

And

ARH 2006-1, LLC,  
As Assignee

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FILED WITH THE SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C. §11301  
AND WITH THE REGISTRAR GENERAL OF CANADA  
PURSUANT TO §105 OF THE CANADA TRANSPORTATION ACT  
on \_\_\_\_\_, 2007 at \_\_\_\_:\_\_\_\_.m.

## MEMORANDUM OF ASSIGNMENT AGREEMENT

Memorandum of Assignment and Assumption Agreement made and entered into on May 11, 2007 by and between AllCapital Rail Management, LLC, a Delaware limited liability company (the "Assignor" ) and ARH 2006-1, LLC, a Delaware limited liability company (the "Assignee").

### WITNESSETH:

The undersigned have entered into that certain Assignment and Assumption Agreement (the "Assignment"), dated as of May 11, 2007, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor of that certain railroad car lease as listed on Exhibit A attached hereto.

This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

(Remainder of page intentionally left blank)

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

**ALLCAPITAL RAIL MANAGEMENT, LLC**

**ARH 2006-1, LLC**

By:   
Name: Colum Carr  
Title: Manager

By:   
Name: Colum Carr  
Title: Manager

Executed this 11<sup>th</sup> day of May, 2007

Executed this 11<sup>th</sup> day of May, 2007

STATE OF NEW YORK    )  
                                  ) ss.:  
COUNTY OF NEW YORK )

On the 11<sup>th</sup> day of May in the year 2007 before me personally came Colum Carr to me known, who, being by me duly sworn, did depose and say that he resides at 153 East 53<sup>rd</sup> Street, New York, NY 10022; that he is the Manager of AllCapital Rail Management, LLC, the limited liability company described in and which executed the above instrument; and that he signed his name thereto by authority of the board of directors of said limited liability company.

  
\_\_\_\_\_  
Notary Public

CAROL A. MAROTTA  
Notary Public, State of New York  
No. 01MA6004208  
Qualified in Richmond County  
Commission Expires March 23, 2010

[Notarial Seal]

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On the 11<sup>th</sup> day of May in the year 2007 before me personally came Colum Carr to me known, who, being by me duly sworn, did depose and say that he resides at 153 East 53<sup>rd</sup> Street, New York, NY 10022; that he is the Manager of ARH 2006-1; LLC, the limited liability company described in and which executed the above instrument; and that he signed his name thereto by authority of the board of directors of said limited liability company.

  
\_\_\_\_\_  
Notary Public

[Notarial Seal]

CAROL A. MAROTTA  
Notary Public, State of New York  
No. 014668000  
Qualified in Richmond County  
Commission Expires March 23, 2010

**EXHIBIT A**

Thirty (30) 3,220 cubic foot 286000 lb. GRL capacity covered hoppers with two (2) bolted 13" x 42" gravity outlet gates (Miner 10183K), each manufactured by National Steel Car Limited, bearing the following road marks and numbers:

<b>ROAD MARK</b>	<b>NUMBER</b>	<b>ROAD MARK</b>	<b>NUMBER</b>
ALLX	3200	ALLX	3218
ALLX	3201	ALLX	3219
ALLX	3202	ALLX	3220
ALLX	3203	ALLX	3221
ALLX	3204	ALLX	3223
ALLX	3205	ALLX	3224
ALLX	3208	ALLX	3227
ALLX	3209	ALLX	3228
ALLX	3210	ALLX	3230
ALLX	3212	ALLX	3231
ALLX	3213	ALLX	3233
ALLX	3214	ALLX	3235
ALLX	3215	ALLX	3237
ALLX	3216	ALLX	3238
ALLX	3217	ALLX	3239

**EXHIBIT B**  
**LEASE**

Schedule No. 01 to Master Car Lease Agreement dated as of April 12, 2007, as executed by Superior Well Services, Inc., as lessee on April 12, 2007 and by AllCapital Rail Management, LLC, as lessor on April 13, 2007, as assigned to the Assignee by the Assignment and Assumption Agreement and incorporating the terms of the Master Car Lease Agreement dated as of April 12, 2007 between AllCapital Rail Management, LLC and Superior Well Services, Inc. in effect on the date hereof, as may be further amended after the date hereof by agreement between the Assignee and Superior Well Services, Inc. in respect of the agreement contained in Schedule No. 01.

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: 5/11/07

  
\_\_\_\_\_  
Robert W. Alvord