

RECORDATION NO. 27327 FILED

DEC 28 '07 -4 15 PM

~~SURFACE~~ TRANSPORTATION BOARD

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December 28, 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 of Lease, dated as of December 28, 2007, 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:

Seller:	General Electric Railcar Services Corporation 161 North Clark Street, 7th Floor Chicago, Illinois 60601
Buyer:	First Union Rail Corporation 6250 River Road, Suite 5000 Rosemont, Illinois 60018

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

20 railcars within the series NATX 36016– NATX 38354 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 of Lease.

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

DEC 28 '07 -4 15 PM

MEMORANDUM OF ASSIGNMENT OF LEASE
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of December 28, 2007 ("Memorandum") is between General Electric Railcar Services Corporation, a Delaware corporation ("Seller"), and First Union Rail Corporation, a North Carolina corporation ("Buyer").

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

A. Seller, as lessor, has leased certain railroad cars more particularly described on Schedule 1 attached hereto (the "Equipment") pursuant to that certain Rider No. 9, dated October 1, 2007 (the "Rider"), between EPIC Aviation, LLC ("Lessee") and Seller, which incorporates by reference the terms of that certain Car Leasing Agreement No. 8956-83-2, dated as of February 26, 1996, by and between Lessee, as successor in interest to Valley Oil Transportation, Inc., and Seller (the "Master Lease"). The Rider and the Master Lease, to the extent incorporated into the Rider, are hereinafter referred to as the "Lease Documents."

B. Buyer and Seller are parties to that certain Purchase Agreement dated December 28, 2007, and Assignment and Assumption Agreement dated December 28, 2007 pursuant to which Seller has agreed to sell to Buyer the Equipment and to assign to Buyer all of Seller's right, title and interest under the Lease Documents, and Buyer has agreed to purchase the Equipment and agreed to the assignment.

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.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

GENERAL ELECTRIC RAILCAR SERVICES CORPORATION

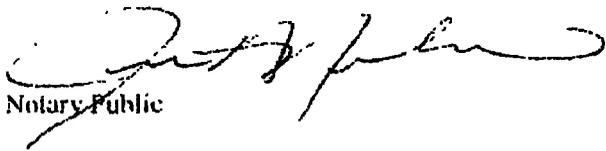
By: 

Name: James N. Muday

Title: Vice President

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of Cook this 20 day of December, 2007 by James N. Muday, a Vice President of General Electric Railcar Services Corporation, on behalf of the company.

My commission expires: 2/20/2010 
Notary Public

[Notarial Seal]



SCHEDULE 1
Description of Equipment

<u>Unit</u>	<u>Car</u>	<u>Car</u>
<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	NATX	36016
2	NATX	36047
3	NATX	37162
4	NATX	38199
5	NATX	38204
6	NATX	38206
7	NATX	38207
8	NATX	38221
9	NATX	38222
10	NATX	38224
11	NATX	38228
12	NATX	38336
13	NATX	38337
14	NATX	38342
15	NATX	38347
16	NATX	38349
17	NATX	38350
18	NATX	38351
19	NATX	38353
20	NATX	38354

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: 12/28/07



Robert W. Alvord