

RECORDATION NO. 27328 FILED

DEC 28 '07 -4 15 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

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

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

112 railcars within the series GEAX 11001– GEAX 11120 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

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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. 7, dated May 10, 2007 (the "Rider"), between Detroit Edison Company ("Lessee") and Seller, which incorporates by reference the terms of that certain Car Leasing Agreement No. 1815-02-00, dated June 30, 2004, between Lessee 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: *James N. Muday*  
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 28 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 *[Signature]* Notary Public

[Notarial Seal]





**SCHEDULE 1**  
**Description of Equipment**

<u>Unit</u> <u>Count</u>	<u>AAR</u> <u>Reporting Marks</u>	
1	GEAX	11001
2	GEAX	11002
3	GEAX	11003
4	GEAX	11004
5	GEAX	11005
6	GEAX	11006
7	GFAX	11007
8	GEAX	11008
9	GFAX	11009
10	GEAX	11011
11	GEMX	11014
12	GEAX	11015
13	GEAX	11016
14	GEAX	11017
15	GEMX	11018
16	GEMX	11019
17	GEAX	11020
18	GEAX	11021
19	GEAX	11022
20	GEMX	11023
21	GEMX	11024
22	GEAX	11025
23	GFAX	11026
24	GEAX	11027
25	GEAX	11028
26	GEMX	11029
27	GEAX	11030
28	GEAX	11031
29	GEAX	11032
30	GEAX	11033
31	GEMX	11034
32	GEAX	11035
33	GEMX	11036
34	GEMX	11037
35	GFAX	11038
36	GFAX	11039
37	GFAX	11040
38	GEAX	11041
39	GLAX	11042
40	GEAX	11043
41	GEAX	11044
42	GEMX	11045
43	GEAX	11046
44	GEAX	11047
45	GFAX	11048
46	GEAX	11049
47	GEAX	11050
48	GEMX	11051
49	GEAX	11052
50	GEAX	11053

<u>Unit</u> <u>Count</u>	<u>AAR</u> <u>Reporting Marks</u>	
51	GFAX	11054
52	GEAX	11055
53	GEAX	11056
54	GEAX	11057
55	GEMX	11058
56	GEAX	11059
57	GFAX	11060
58	GEMX	11061
59	GFAX	11062
60	GEAX	11063
61	GEAX	11064
62	GEMX	11065
63	GEMX	11066
64	GEMX	11067
65	GEMX	11068
66	GFAX	11069
67	GEAX	11070
68	GEAX	11071
69	GEMX	11072
70	GEAX	11073
71	GEMX	11074
72	GEAX	11075
73	GEAX	11076
74	GEAX	11078
75	GFAX	11079
76	GEAX	11080
77	GEAX	11081
78	GEAX	11082
79	GEAX	11083
80	GEAX	11084
81	GEAX	11085
82	GEAX	11086
83	GEMX	11087
84	GEMX	11088
85	GEAX	11089
86	GEAX	11090
87	GEAX	11091
88	GEAX	11092
89	GEAX	11093
90	GEMX	11094
91	GEAX	11095
92	GEAX	11097
93	GEAX	11099
94	GEAX	11100
95	GEAX	11101
96	GEAX	11102
97	GFAX	11104
98	GFAX	11105
99	GEMX	11106
100	GEAX	11107

<u>Unit</u> <u>Count</u>	<u>AAR</u> <u>Reporting Marks</u>	
101	GEAX	11108
102	GEAX	11109
103	GEAX	11110
104	GEAX	11111
105	GFAX	11112
106	GEAX	11113
107	GEAX	11114
108	GEMX	11115
109	GEAX	11116
110	GEMX	11117
111	GEAX	11119
112	GEAX	11120

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