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OF COUNSEL
URBAN A LESTER

January 17, 2008

RECORDATION NO. 27353 **FILED**

JAN 17 '08 8 00 AM

SURFACE TRANSPORTATION BOARD

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

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 January 16, 2008, 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

Anne K. Quinlan, Esq.
January 17, 2008
Page 2

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

152 railcars within the series NATX 300425– NATX 300624 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

JAN 17 '08 -8 0 0 AM

MEMORANDUM OF ASSIGNMENT OF LEASE
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of January 16, 2008 ("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. 24, dated September 25, 2007 ("Rider 24"), between Methanex Methanol Company ("Lessee") and Seller, and that certain Rider No. 25 dated September 25, 2007 ("Rider 25"), between Lessee and Seller, each of which incorporates by reference the terms of that certain Car Leasing Agreement No. 5615-83, dated March 20, 1998 (effective as of October 1, 1993) by and between Lessee and Seller, as amended by Amendment No. 1, made May 4, 2001, between Lessee and Seller (the "Master Lease"). Rider 24, Rider 25 and the Master Lease, to the extent incorporated into the Rider 24 and Rider 25, are hereinafter referred to as the "Lease Documents."

B. Buyer and Seller are parties to that certain Purchase Agreement dated January 16, 2008, and Assignment and Assumption Agreements dated January 16, 2008 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

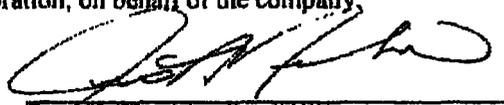
By: 

Name: Mark Stefani

Title: Vice President

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

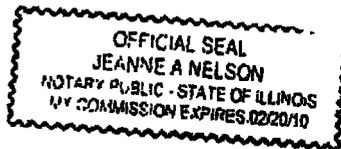
The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of Cook this 16th day of January, 2008 by Mark Stefani, a Vice President of General Electric Railcar Services Corporation, on behalf of the company,



Joanne A. Nelson, Notary Public

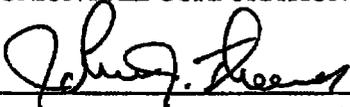
My commission expires: 02/20/2010

[Notarial Seal]



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

FIRST UNION RAIL CORPORATION

By: 

Name: John J. Thomas

Title: President

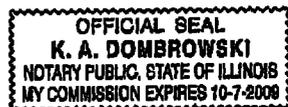
STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of Cook this 16th day of January, 2008 by John J. Thomas, as President of First Union Rail Corporation, on behalf of the company.


Notary Public

My commission expires: 10-7-2009

[Notarial Seal]



SCHEDULE 1
Description of Equipment

Rider 24

<u>Unit</u> <u>Count</u>	<u>Car</u> <u>Mark</u>	<u>Car</u> <u>Number</u>	<u>AAR</u> <u>Car Code</u>	<u>Unit</u> <u>Count</u>	<u>Car</u> <u>Mark</u>	<u>Car</u> <u>Number</u>	<u>AAR</u> <u>Car Code</u>
1	NATX	300425	T108	51	NATX	300495	T108
2	NATX	300428	T108	52	NATX	300496	T108
3	NATX	300430	T108	53	NATX	300497	T108
4	NATX	300431	T108	54	NATX	300498	T108
5	NATX	300432	T108	55	NATX	300499	T108
6	NATX	300433	T108	56	NATX	300500	T108
7	NATX	300434	T108	57	NATX	300501	T108
8	NATX	300435	T108	58	NATX	300502	T108
9	NATX	300436	T108	59	NATX	300503	T108
10	NATX	300437	T108	60	NATX	300505	T108
11	NATX	300439	T108	61	NATX	300507	T108
12	NATX	300441	T108	62	NATX	300508	T108
13	NATX	300443	T108	63	NATX	300509	T108
14	NATX	300445	T108	64	NATX	300510	T108
15	NATX	300446	T108	65	NATX	300511	T108
16	NATX	300448	T108	66	NATX	300512	T108
17	NATX	300449	T108	67	NATX	300513	T108
18	NATX	300452	T108	68	NATX	300514	T108
19	NATX	300453	T108	69	NATX	300515	T108
20	NATX	300455	T108	70	NATX	300516	T108
21	NATX	300456	T108	71	NATX	300517	T108
22	NATX	300457	T108	72	NATX	300518	T108
23	NATX	300458	T108	73	NATX	300520	T108
24	NATX	300459	T108	74	NATX	300521	T108
25	NATX	300460	T108	75	NATX	300522	T108
26	NATX	300461	T108	76	NATX	300523	T108
27	NATX	300462	T108				
28	NATX	300463	T108				
29	NATX	300465	T108				
30	NATX	300466	T108				
31	NATX	300467	T108				
32	NATX	300468	T108				
33	NATX	300470	T108				
34	NATX	300471	T108				
35	NATX	300472	T108				
36	NATX	300474	T108				
37	NATX	300478	T108				
38	NATX	300479	T108				
39	NATX	300480	T108				
40	NATX	300482	T108				
41	NATX	300483	T108				
42	NATX	300484	T108				
43	NATX	300485	T108				
44	NATX	300488	T108				
45	NATX	300489	T108				
46	NATX	300490	T108				
47	NATX	300491	T108				
48	NATX	300492	T108				
49	NATX	300493	T108				
50	NATX	300494	T108				

Rider 25

<u>Unit</u> <u>Count</u>	<u>Car</u> <u>Mark</u>	<u>Car</u> <u>Number</u>	<u>AAR</u> <u>Car Code</u>	<u>Unit</u> <u>Count</u>	<u>Car</u> <u>Mark</u>	<u>Car</u> <u>Number</u>	<u>AAR</u> <u>Car Code</u>
1	NATX	300524	T108	51	NATX	300599	T108
2	NATX	300526	T108	52	NATX	300600	T108
3	NATX	300530	T108	53	NATX	300601	T108
4	NATX	300531	T108	54	NATX	300602	T108
5	NATX	300532	T108	55	NATX	300603	T108
6	NATX	300533	T108	56	NATX	300604	T108
7	NATX	300534	T108	57	NATX	300605	T108
8	NATX	300536	T108	58	NATX	300606	T108
9	NATX	300538	T108	59	NATX	300607	T108
10	NATX	300539	T108	60	NATX	300608	T108
11	NATX	300540	T108	61	NATX	300609	T108
12	NATX	300541	T108	62	NATX	300610	T108
13	NATX	300542	T108	63	NATX	300611	T108
14	NATX	300543	T108	64	NATX	300612	T108
15	NATX	300545	T108	65	NATX	300613	T108
16	NATX	300546	T108	66	NATX	300614	T108
17	NATX	300547	T108	67	NATX	300615	T108
18	NATX	300548	T108	68	NATX	300616	T108
19	NATX	300549	T108	69	NATX	300617	T108
20	NATX	300550	T108	70	NATX	300618	T108
21	NATX	300552	T108	71	NATX	300619	T108
22	NATX	300553	T108	72	NATX	300620	T108
23	NATX	300554	T108	73	NATX	300621	T108
24	NATX	300556	T108	74	NATX	300622	T108
25	NATX	300558	T108	75	NATX	300623	T108
26	NATX	300560	T108	76	NATX	300624	T108
27	NATX	300562	T108				
28	NATX	300564	T108				
29	NATX	300566	T108				
30	NATX	300569	T108				
31	NATX	300570	T108				
32	NATX	300571	T108				
33	NATX	300572	T108				
34	NATX	300575	T108				
35	NATX	300578	T108				
36	NATX	300579	T108				
37	NATX	300580	T108				
38	NATX	300581	T108				
39	NATX	300582	T108				
40	NATX	300583	T108				
41	NATX	300586	T108				
42	NATX	300587	T108				
43	NATX	300591	T108				
44	NATX	300592	T108				
45	NATX	300593	T108				
46	NATX	300594	T108				
47	NATX	300595	T108				
48	NATX	300596	T108				
49	NATX	300597	T108				
50	NATX	300598	T108				

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: 1/17/08



Robert W. Alvord