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SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

May 9, 2008

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 Mortgage, dated as of May 9, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment and Assumption Agreement being filed with the Board under Recordation Number 27416-J.

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

Secured Party: Wells Fargo Bank Northwest, National
Association
299 South Main Street
Salt Lake City, UT 84111

Debtor: AllCapital Rail 2008-1, LLC
153 East 53rd Street, 55th Floor
New York, NY 10022

Anne K. Quinlan, Esq.
May 9, 2008
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A description of the railroad equipment covered by the enclosed document is:

50 gondola railcars: MWAX 3071 - MWAX 3120.

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

Memorandum of Mortgage.

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,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 27416-K FILED

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EXECUTION

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF MORTGAGE

Memorandum of Mortgage, made and entered into as of May 9, 2008 between ALLCAPITAL RAIL 2008-1, LLC, (the "Debtor") and WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not in its individual capacity but solely as Security Trustee under the Security Agreement referred to below (together with its successors and permitted assigns, the "Secured Party"). Terms used in this instrument have the meanings assigned thereto in the Security Agreement dated as of May 8, 2008 (as supplemented, including by Security Agreement Supplement No. 5 dated the date hereof, the "Security Agreement") between the Secured Party and the Debtor.

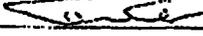
W I T N E S S E T H:

The undersigned have entered into the Security Agreement, by which the Debtor has granted a security interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto and in each lease referred to on Exhibit B attached hereto to the Secured Party in order to secure the Debtor's performance of its obligations as described in the Security Agreement.

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 and year first above written.

ALLCAPITAL RAIL 2008-1, LLC

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, not in its
individual capacity but solely as Security Trustee

By 
Name: _____
Title: COLON CARRILLO
MORTGAGE

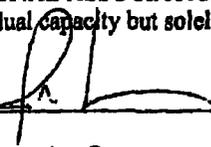
By _____
Name: _____
Title: _____

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 and year first above written.

ALLCAPITAL RAIL 2008-1, LLC

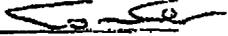
WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, not in its
individual capacity but solely as Security Trustee

By _____
Name:
Title:

By  _____
Name:
Title: Jon Croasmun
Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Debtor by authority of its manager(s) and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Debtor. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

ALLCAPITAL RAIL 2008-1, LLC

By: 
Name: COLVIN CAPITAL
Title: MANAGER

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Secured Party 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 Secured Party. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION

By: _____
Name:
Title:

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Debtor by authority of its manager[s] and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Debtor. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

ALLCAPITAL RAIL 2008-1, LLC

By: _____
Name:
Title:

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Secured Party 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 Secured Party. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION

By:  _____
Name:
Title: Jon Croasmun
Vice President

EXHIBIT A

Fifty (50) 2500 cubic foot capacity aggregated gondola cars; 42'0" over pulling face of couplers, each manufactured by National Steel Car Limited (the "Manufacturer"), bearing the following road marks and numbers:

Road Mark	Number						
MWAX	3071	MWAX	3086	MWAX	3101	MWAX	3116
MWAX	3072	MWAX	3087	MWAX	3102	MWAX	3117
MWAX	3073	MWAX	3088	MWAX	3103	MWAX	3118
MWAX	3074	MWAX	3089	MWAX	3104	MWAX	3119
MWAX	3075	MWAX	3090	MWAX	3105	MWAX	3120
MWAX	3076	MWAX	3091	MWAX	3106		
MWAX	3077	MWAX	3092	MWAX	3107		
MWAX	3078	MWAX	3093	MWAX	3108		
MWAX	3079	MWAX	3094	MWAX	3109		
MWAX	3080	MWAX	3095	MWAX	3110		
MWAX	3081	MWAX	3096	MWAX	3111		
MWAX	3082	MWAX	3097	MWAX	3112		
MWAX	3083	MWAX	3098	MWAX	3113		
MWAX	3084	MWAX	3099	MWAX	3114		
MWAX	3085	MWAX	3100	MWAX	3115		

EXHIBIT B

Master Net Railcar Lease, dated as of September 6, 2006, by and between ARH 2006-1, LLC, as Lessor and Martin Marietta Materials, Inc., as Lessee, but only to the extent relating to Schedule No. 02D, and Schedule No. 04, each as amended (the "Leases").

Schedule No. 02D executed by Martin Marietta Materials, Inc. ("Lessee") on March 14, 2008 and by AllCapital Rail Management, LLC on March 27, 2008.

Schedule No. 04 executed by Lessee on March 14, 2008 and by AllCapital Rail Management, LLC on March 27, 2008.

Amendment No. 01 to Schedule No. 04 executed by Lessee on March 14, 2008 and by AllCapital Rail Management, LLC on March 27, 2008.

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: 5/8/08



Robert W. Alvord