

RECORDATION NO. 27479-A FILED

JAN 15 '09 -11 00 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, NW
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

January 15, 2009

Anne K. Quinlan, Esquire
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 and Assumption Agreement, dated as of April 30, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 27479.

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

Assignor: General Electric Railcar Services Corporation
161 North Clark Street, 7th Floor
Chicago, IL 60601

Assignee: AIG Rail Services, Inc.
5700 Granite Parkway
Plano, TX 75024

Anne K. Quinlan, Esquire
January 15, 2009
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A description of the railroad equipment covered by the enclosed document
is:

132 railcars: NATX 140000 - NATX 140131.

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

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$41.00 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 and Assumption Agreement]

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This Memorandum of Assignment and Assumption Agreement is made and entered into on of April 30, 2008 by and between General Electric Railcar Services Corporation, a Delaware corporation (the "Assignor"), and AIG Rail Services, Inc., a Delaware corporation (the "Assignee").

WITNESSETH:

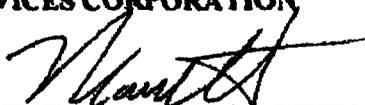
The undersigned have entered into that certain Assignment and Assumption Agreement (the "Assignment"), dated as of April 30, 2008, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to assume from the Assignor those certain railroad car leases listed on Exhibit A attached hereto.

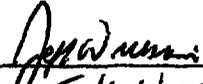
This Memorandum may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument. Nothing in this Memorandum shall amend or supersede any provision of the Assignment.

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.

GENERAL ELECTRIC RAILCAR SERVICES CORPORATION

AIG RAIL SERVICES, INC.

By: 
Name: Mark Stefani
Title: Vice President

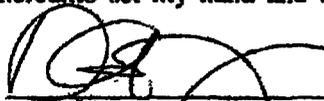
By: 
Name: Jeff Wilkison
Title: Vice President

[Memorandum of Assignment and Assumption Agreement]

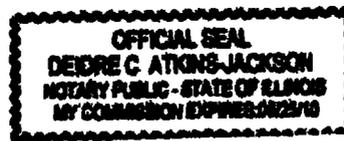
STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this, the 30th day of April, 2008, before me, a Notary Public in and for said County and State, personally appeared Mark Stefani, a Vice President of General Electric Railcar Services Corporation, who acknowledged himself to be a duly authorized officer of General Electric Railcar Services Corporation, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: Deidre Atkins-Jackson Notary Public
My Commission Expires: 6/25/2010
Residing in Cook County

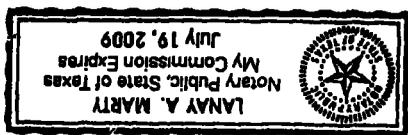


[Memorandum of Assignment and Assumption Agreement]

STATE OF Texas)
) SS:
COUNTY OF Collin)

On this, the 30th day of April 2008, before a Notary Public in and for said County and State, personally appeared Jeff Wilkinson, who being by me duly sworn, says that he is the Vice President of AIG Rail Services, Inc., who acknowledged himself to be a duly authorized officer of AIG Rail Services, Inc., and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: [Signature]
Notary Public

My Commission Expires: July 19, 2009
Residing in: Collin County

**EXHIBIT A
RAILROAD CAR LEASES**

Rider No. 43 dated February 21, 2002 between Tronox LLC, as successor in interest to Kerr-McGee Chemical LLC ("Tronox") and Assignor, which incorporates by reference Car Leasing Agreement 4899-9 dated as of January 1, 1984 between Tronox (as successor in interest to Kerr-McGee Corporation) and Assignor, as amended by Revised Amendment No. 1 dated August 23, 1995 between Tronox (as successor in interest to Kerr-McGee Chemical Corporation) and Assignor.

**EXHIBIT A
CAR LIST**

<u>Unit</u>	<u>AAR</u>		<u>Unit</u>	<u>AAR</u>		<u>Unit</u>	<u>AAR</u>	
<u>Count</u>	<u>Reporting Marks</u>		<u>Count</u>	<u>Reporting Marks</u>		<u>Count</u>	<u>Reporting Marks</u>	
1	NATX	140000	51	NATX	140050	101	NATX	140100
2	NATX	140001	52	NATX	140051	102	NATX	140101
3	NATX	140002	53	NATX	140052	103	NATX	140102
4	NATX	140003	54	NATX	140053	104	NATX	140103
5	NATX	140004	55	NATX	140054	105	NATX	140104
6	NATX	140005	56	NATX	140055	106	NATX	140105
7	NATX	140006	57	NATX	140056	107	NATX	140106
8	NATX	140007	58	NATX	140057	108	NATX	140107
9	NATX	140008	59	NATX	140058	109	NATX	140108
10	NATX	140009	60	NATX	140059	110	NATX	140109
11	NATX	140010	61	NATX	140060	111	NATX	140110
12	NATX	140011	62	NATX	140061	112	NATX	140111
13	NATX	140012	63	NATX	140062	113	NATX	140112
14	NATX	140013	64	NATX	140063	114	NATX	140113
15	NATX	140014	65	NATX	140064	115	NATX	140114
16	NATX	140015	66	NATX	140065	116	NATX	140115
17	NATX	140016	67	NATX	140066	117	NATX	140116
18	NATX	140017	68	NATX	140067	118	NATX	140117
19	NATX	140018	69	NATX	140068	119	NATX	140118
20	NATX	140019	70	NATX	140069	120	NATX	140119
21	NATX	140020	71	NATX	140070	121	NATX	140120
22	NATX	140021	72	NATX	140071	122	NATX	140121
23	NATX	140022	73	NATX	140072	123	NATX	140122
24	NATX	140023	74	NATX	140073	124	NATX	140123
25	NATX	140024	75	NATX	140074	125	NATX	140124
26	NATX	140025	76	NATX	140075	126	NATX	140125
27	NATX	140026	77	NATX	140076	127	NATX	140126
28	NATX	140027	78	NATX	140077	128	NATX	140127
29	NATX	140028	79	NATX	140078	129	NATX	140128
30	NATX	140029	80	NATX	140079	130	NATX	140129
31	NATX	140030	81	NATX	140080	131	NATX	140130
32	NATX	140031	82	NATX	140081	132	NATX	140131
33	NATX	140032	83	NATX	140082			
34	NATX	140033	84	NATX	140083			
35	NATX	140034	85	NATX	140084			
36	NATX	140035	86	NATX	140085			
37	NATX	140036	87	NATX	140086			
38	NATX	140037	88	NATX	140087			
39	NATX	140038	89	NATX	140088			
40	NATX	140039	90	NATX	140089			
41	NATX	140040	91	NATX	140090			
42	NATX	140041	92	NATX	140091			
43	NATX	140042	93	NATX	140092			
44	NATX	140043	94	NATX	140093			
45	NATX	140044	95	NATX	140094			
46	NATX	140045	96	NATX	140095			
47	NATX	140046	97	NATX	140096			
48	NATX	140047	98	NATX	140097			
49	NATX	140048	99	NATX	140098			
50	NATX	140049	100	NATX	140099			

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:

1/14/09



Robert W. Alvord