

RECORDATION NO. 27838-A FILED

MAR 12 '09 -4 00 PM

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SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

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 October 16, 2007, 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 being filed with the Board under Recordation Number 27838.

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
March 12, 2009
Page 2

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

12 railcars: DGHX 9184 - DGHX 9187, DGHX 9190, DGHX 9191, DGHX 9284, DGHX 9285, DGHX 9287 - DGHX 9289, DGHX 9290.

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

[Memorandum of Assignment and Assumption Agreement]

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This Memorandum of Assignment and Assumption Agreement is made and entered into 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 September 27, 2007, 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: [Signature]
Name: Mark Stefani
Title: Vice President
Date: 10/16/2007

By: [Signature]
Name: Jeff Wilkison
Title: Vice President
Date: October 16, 2007

[Memorandum of Assignment and Assumption Agreement]

STATE OF ILLINOIS

)
) SS:

COUNTY OF COOK

On this, the 16 day of October, 2007, 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.



A handwritten signature in black ink, appearing to be "Jeanne A. Nelson", written over a horizontal line.

Name:

Notary Public

My Commission Expires:

2/20/2010

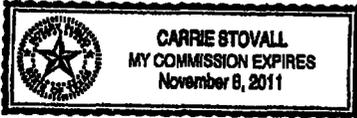
A handwritten signature in black ink, appearing to be "Jeanne A. Nelson", written over a horizontal line.

[Memorandum of Assignment and Assumption Agreement]

STATE OF Texas)
) SS:
COUNTY OF Collin)

On this, the 16th day of October 2007, before a Notary Public in an for said County and State, personally appeared Teff 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: Carrie Stovall
Notary Public

My Commission Expires: 11/8/11
Residing in: Collin Co

[Memorandum of Assignment and Assumption Agreement]

**EXHIBIT A
RAILROAD CAR LEASES**

~~Rider No. 5 dated October 23, 1998 between CCC Transport Company ("CCCTC"), Continental Carbon Company ("Guarantor") and the Assignor, which incorporates by reference the terms of that certain Master Net Lease Agreement No. 1568-00 dated October 23, 1998 between CCCTC, Guarantor and the Assignor.~~

~~Rider No. 6 dated October 23, 1998 between CCCTC, Guarantor and the Assignor, which incorporates by reference the terms of that certain Master Net Lease Agreement No. 1568-00 dated October 23, 1998 between CCCTC, Guarantor and the Assignor.~~

Rider No. 15 dated September 18, 1998 between Searles Valley Minerals Operations Inc. ("SVM"), formerly known as IMC Chemicals Inc. and prior to that formerly known as North American Chemical Company and the Assignor, which incorporates by reference the terms of that certain Car Leasing Agreement No. 6161-83 dated April 1, 1998 between SVM and the Assignor.

~~Rider No. 3 dated June 5, 2006 between Central Power and Lime, Inc. ("CP&L") and the Assignor, which incorporates by reference the terms of that certain Car Leasing Agreement No. 2151-97-01 dated November 21, 1997 between CP&L and the Assignor.~~

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:

3/12/09



Robert W. Alvord