

RECORDATION NO. 27998 FILED

JUL 06 '09 9 00 AM

SURFACE TRANSPORTATION BOARD

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ATTORNEYS AT LAW
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SUITE 301
WASHINGTON, D.C.
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1984)

OF COUNSEL
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July 6, 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 June 30, 2009, 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/ Assignor:	GATX Corporation 222 West Adams Street Chicago, IL 60661
Buyer/Assignee:	Midwest Railcar Corporation 4949 Autumn Oaks Drive Maryville, IL 62062
[Lessee:	Church & Dwight Co., Inc. 469 N. Harrison Street Princeton, NJ 08543]

Anne K. Quinlan, Esquire
July 6, 2009
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A description of the railroad equipment covered by the enclosed document is:

24 covered hoppers railcars within the series GCCX 23116 - GCCX 174688 and GFSX 10775 - GFSX 101451 as more particularly set forth in the attachment to the document.

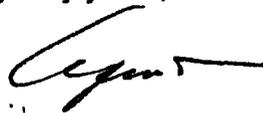
A short summary of the document to appear in the index is:

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

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT is dated as of June 30, 2009, by and between GATX Corporation, a New York corporation, successor by merger to GATX Financial Corporation, successor by merger to GATX Rail Corporation, formerly General American Transportation Corporation ("Assignor"), and Midwest Railcar Corporation, an Illinois corporation ("Assignee").

WITNESSETH:

1. Assignor, as lessor, entered into that certain Car Service Contract, dated as of April 19, 1984 (the "Master Lease"), and that certain Rider No. 26 dated January 1, 2003 (together with the Master Lease, the "Lease"), with Church & Dwight Co., Inc., as lessee, for certain railcars described in Exhibit A attached hereto (the "Railcars").

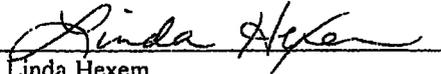
2. Assignor and Assignee have entered into that certain Assignment and Assumption Agreement dated as of June 30, 2009, which is evidenced by this Memorandum of Assignment and Assumption Agreement with respect to the Lease and the Railcars.

3. This Memorandum of Assignment and Assumption Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

[signatures appear on following page]

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Assumption Agreement to be executed by their duly authorized officers as of the date first written above.

GATX Corporation,
as Assignor

By: 
Name: Linda Hexem
Title: Vice President and Managing Director,
Structured Finance

Midwest Railcar Corporation,
as Assignee

By: _____
Name: Richard M. Folio
Title: Executive Vice President

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Assumption Agreement to be executed by their duly authorized officers as of the date first written above.

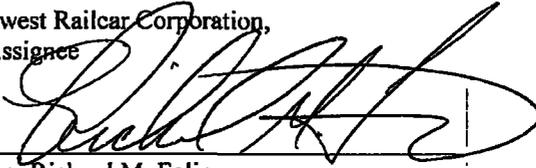
GATX Corporation,
as Assignor

By: _____

Name: Linda Hexem

Title: Vice President and Managing Director,
Structured Finance

Midwest Railcar Corporation,
as Assignee

By: 

Name: Richard M. Folio

Title: Executive Vice President

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On June 29, 2009 before me, Nicholette Maris, Notary Public, personally appeared Linda Hexem, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

Witness my hand and official seal.

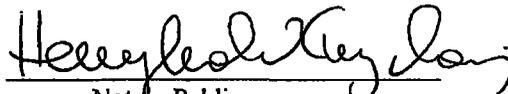


Nicholette Maris
Notary Public
My Commission expires: May 17, 2011

State of Maryland)
)
City of Baltimore)

On June 29, 2009 before me, Henryka W. Gryc Craig, Notary Public, personally appeared Richard M. Folio, personally known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



Notary Public

My Commission expires: 9/1/09

HENRYKA W. GRYC CRAIG
NOTARY PUBLIC STATE OF MARYLAND
County of Baltimore
My Commission Expires September 29, 2009

EXHIBIT A

DESCRIPTION OF CARS:

4,750 cu.ft. unlined covered hopper cars, trough hatch loading with gravity gate unloading, 263,000 lbs. GRL

QUANTITY:

Twenty-four (24)

REPORTING MARKS AND IDENTIFYING NUMBERS:

- 1 GCCX023116
- 2 GCCX023131
- 3 GCCX023174
- 4 GCCX023183
- 5 GCCX023222
- 6 GCCX023231
- 7 GCCX173685
- 8 GCCX173847
- 9 GCCX173894
- 10 GCCX173970
- 11 GCCX173976
- 12 GCCX173978
- 13 GCCX173997
- 14 GCCX174021
- 15 GCCX174061
- 16 GCCX174087
- 17 GCCX174131
- 18 GCCX174538
- 19 GCCX174550
- 20 GCCX174688
- 21 GFSX010775
- 22 GFSX101176
- 23 GFSX101244
- 24 GFSX101451

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:

7/6/09



Robert W. Alvord