

RECORDATION NO. 27999 FILED

JUL 06 '09 -9 0 0 AM

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

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

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

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:	Oxbow Carbon & Minerals LLC] 1601 Forum Place, Suite 1202 West Palm Beach, FL 33403]

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

48 covered hoppers railcars: GCCX 23246 and within the series GACX 4212 - GACX 5436 and GACX 10817 - GACX 10935 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

JUL 06 '09 9 00 AM

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 January 1, 2001 (the "Master Lease"), and that certain Rider No. 1 thereto, dated January 1, 2001 (together with the Master Lease, the "Lease"), with Oxbow Carbon & Minerals LLC, successor in interest to Great Lakes Carbon Corporation, 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

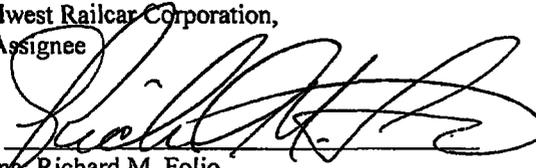
By: _____
Name: Richard M. Folio
Title: Executive Vice President

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

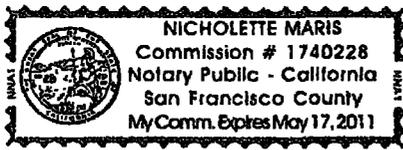
By: 
Name: Richard M. Folio
Title: Executive Vice President

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.



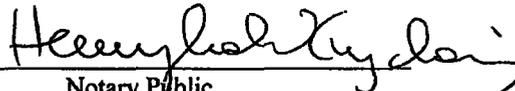
Nicholette Maris

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 loading and gravity gate unloading,
263,000 lbs. GRL

QUANTITY:

Forty-eight (48)

REPORTING MARKS AND IDENTIFYING NUMBERS:

	<u>CAR NUMBER</u>		<u>CAR NUMBER</u>
1	GACX004212	25	GACX005217
2	GACX004216	26	GACX005222
3	GACX004224	27	GACX005247
4	GACX004228	28	GACX005251
5	GACX004230	29	GACX005255
6	GACX004255	30	GACX005257
7	GCCX23246	31	GACX005359
8	GACX004960	32	GACX005367
9	GACX004962	33	GACX005368
10	GACX004963	34	GACX005377
11	GACX004967	35	GACX005401
12	GACX004973	36	GACX005418
13	GACX004976	37	GACX005436
14	GACX005059	38	GACX010817
15	GACX005074	39	GACX010825
16	GACX005083	40	GACX010850
17	GACX005087	41	GACX010856
18	GACX005143	42	GACX010858
19	GACX005158	43	GACX010862
20	GACX005172	44	GACX010864
21	GACX005180	45	GACX010869
22	GACX005191	46	GACX010930
23	GACX005210	47	GACX010933
24	GACX005214	48	GACX010935

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