

RECORDATION NO. 27425-A FILED

OCT 06 '09 -3 45 PM

SURFACE TRANSPORTATION BOARD

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October 1, 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 March 26, 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 27425.

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

Leases relating to 30 railcars within the series NAHX 550462 - NAHX 553328 as more particularly set forth in Memorandum of Lease Agreement filed under 27425.

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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SURFACE TRANSPORTATION BOARD

[Memorandum of Assignment and Assumption Agreement]

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This Memorandum of Assignment and Assumption Agreement is made and entered into on of March 28, 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 March 28, 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: *[Signature]*
Name: Mark Steloni
Title: Vice President

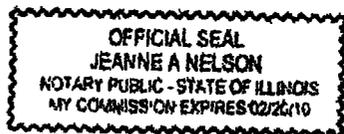
By: *[Signature]*
Name: Jeff Wilkinson
Title: Vice President

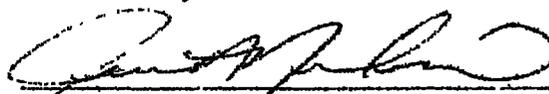
[Memorandum of Assignment and Assumption Agreement]

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this, the 27th day of March, 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: Jeanne A Nelson, Notary Public
My Commission Expires: 02-20-2010
Residing in Cook County

[Memorandum of Assignment and Assumption Agreement]

STATE OF Texas)
) SS:
COUNTY OF Collin)

On this, the 28th day of March 2008, before a Notary Public in and for said County and State, personally appeared Jeff Wilkison, 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.



Michelle Bruins
Name: Michelle Bruins
Notary Public

My Commission Expires: 9-15-2010
Residing in: _____

[Memorandum of Assignment and Assumption Agreement]

**EXHIBIT A
RAILROAD CAR LEASES**

Rider No. 6 dated December 14, 2004 between General Mills, Inc. ("General Mills") and Assignor, as amended by the Amendment dated as of February 1, 2008 between General Mills and Assignor, which incorporates by reference the terms of that certain Car Leasing Agreement No. 0033-97 dated August 1, 2001 and effective as of October 4, 2001 between General Mills and Assignor

**EXHIBIT A
CAR LIST**

<u>Unit Count</u>	<u>AAR Reporting Marks</u>	
1	NAHX	550462
2	NAHX	550464
3	NAHX	550536
4	NAHX	550748
5	NAHX	550759
6	NAHX	551030
7	NAHX	551046
8	NAHX	551560
9	NAHX	551997
10	NAHX	553193
11	NAHX	553198
12	NAHX	553288
13	NAHX	553289
14	NAHX	553290
15	NAHX	553293
16	NAHX	553294
17	NAHX	553295
18	NAHX	553296
19	NAHX	553304
20	NAHX	553305
21	NAHX	553307
22	NAHX	553310
23	NAHX	553312
24	NAHX	553313
25	NAHX	553314
26	NAHX	553316
27	NAHX	553319
28	NAHX	553320
29	NAHX	553328
30	NAHX	551922

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: 10/6/09



Robert W Alvord