

RECORDATION NO. 22379-G
FILED January 07, 2013 04:39 PM
SURFACE TRANSPORTATION BOARD

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January 7, 2013

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Assignment, a secondary document, dated as of December 28, 2012. The primary document to which this is connected is recorded under Recordation No. 22379. We request that this document be recorded under Recordation No. 22379-G.

The names and addresses of the parties to the Memorandum of Lease Assignment are:

Assignor:

Macquarie Rail Inc.
One North Wacker Drive, 9th Floor
Chicago, IL 60605

Assignee:

GATX Corporation
Four Embarcadero Center, Suite 2200
San Francisco, CA 94111

A description of the equipment covered by the Memorandum of Lease Assignment consists of 199 covered coil cars numbered NS 166060-166242, inclusive, and 166244-166259, inclusive.

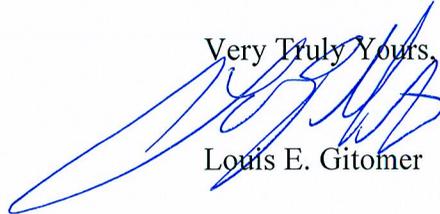
Ms. Cynthia T. Brown
January 7, 2013
Page 2

A fee of \$42.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Lease Assignment between Macquarie Rail Inc., One North Wacker Drive, 9th Floor, Chicago, IL 60605, and GATX Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, covering 199 covered coil cars numbered NS 166060-166242, inclusive, and 166244-166259, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE ASSIGNMENT

dated as of December 28, 2012

between

MACQUARIE RAIL INC.
as the Assignor,

and

GATX CORPORATION,
as the Assignee

FILED WITH THE SURFACE TRANSPORTATION BOARD

on December ____, 2012 at __: __ .m.

MEMORANDUM OF LEASE ASSIGNMENT

THIS MEMORANDUM OF LEASE ASSIGNMENT is made and entered into as of December 28, 2012, by and between MACQUARIE RAIL INC. (the "Assignor") and GATX CORPORATION (the "Assignee"), with reference to the following:

1. The Assignor has agreed to transfer and assign all of its right, title and interest in and to the lease referenced on Exhibit No. 1 attached hereto (the "Lease") to the Assignee, and the Assignee has agreed to accept such assignment and assume the obligations of the Assignor under the Lease, pursuant to that certain Assignment and Assumption Agreement dated as of December 28, 2012 between the Assignor and the Assignee. The Lease relates to the railcars described on Exhibit No. 1.
2. The assignment of the Lease is effective as of December 28, 2012.

This Memorandum of Lease Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Assignment.

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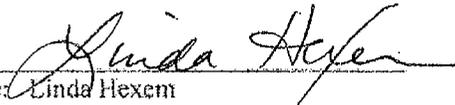
IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Assignment to be executed as of the date first above written.

MACQUARIE BANK

By: 
Name: **David M. Edwards**
Title: **President**

By: 
Name: **MARK BRECHT**
Title: **Vice President**

GATX CORPORATION

By: 
Name: **Linda Hexem**
Title: **Vice President and Managing Director**

State of ILLINOIS)
) ss.
County of COOK)

On this, the 28th day of December, 2012, before me, a notary public, personally appeared David Edwards and Mark Brecht, President and Vice President of MACQUARIE RAIL INC. who acknowledged themselves to be a duly authorized representatives of such company, and that, as such representatives, being authorized to do so, they 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.

Mary Burns
Notary Public



My Commission Expires: 6/5/2014

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On January 7, 2013, 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, 2015



EXHIBIT NO. 1
TO MEMORANDUM OF LEASE ASSIGNMENT

DESCRIPTION OF LEASE AND RAILCARS

LEASE

1. Master Net Railcar Lease dated as of April 21, 2011 between Macquarie Rail Inc., successor in interest to BBRX Two LLC, ("*Lessor*"), and Norfolk Southern Railway Company, ("*Lessee*").
2. Schedule No. 02 To Master Net Railcar Lease dated as of July 1, 2011, effective as of April 1, 2011, between Lessor and Lessee.

EQUIPMENT

Railcars: 199 – 42' covered coil cars, 110-ton capacity, 286,000 lbs. GRL manufactured by National Steel in 1999.

Car Marks and Numbers:

NS 166060 – 166242, inclusive and

NS 166244 – 166259, inclusive