

RECORDATION NO. 30571-A
FILED December 21, 2012 03:30 PM
SURFACE TRANSPORTATION BOARD

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

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

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

December 21, 2012

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

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Assignment Agreement, dated as of December 21, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents being filed with the Board under Recordation Number 30571.

The names and addresses of the parties to the enclosed document are:

Assignor: The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive, Suite 2900
Chicago, IL 60606

Assignee: The CIT Group/Corporate Aviation, Inc.
30 South Wacker Drive, Suite 2900
Chicago, IL 60606

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

85 railcars: KCS 759106, KCS 759210, KCS 759211, KCS 759225 and within the series KCS 759000 – KCS 759084 as more particularly set forth in the attachment to the document.

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

Assignment Agreement.

Also enclosed is a check in the amount of \$42.00 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,



Edward M. Luria

EML/sem
Enclosures

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~~ASSIGNMENT AGREEMENT~~
SURFACE TRANSPORTATION BOARD

This ASSIGNMENT AGREEMENT (the "Assignment") is made and entered into as of December 21, 2012 by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation ("Assignor") and THE CIT GROUP/CORPORATE AVIATION, INC., a Delaware corporation ("Assignee").

RECITALS

WHEREAS, Assignor and Kansas City Southern Railway Company (the "Lessee") are parties to that certain Net Lease (Use Agreement) dated as of June 28, 2012 (the "Lease"), relating to the lease of the cars identified in Schedule 1 attached hereto.

WHEREAS, the parties hereto desire to enter into this Assignment to facilitate the assignment by Assignor of its right, title, interest and obligations in, to and under the Lease and all proceeds thereof to Assignee.

NOW, THEREFORE, in consideration of the premises hereof and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Assignment. Effective as of the date hereof, Assignor hereby assigns, conveys, transfers and sets over to Assignee all of Assignor's right, title, interest and obligations in, to and under the Lease and all proceeds thereof. Assignee hereby accepts the foregoing assignment.
2. Counterparts. This Assignment may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.
3. Successors and Assigns. The terms of this Assignment shall be binding upon, and shall inure to the benefit of, the parties hereto, and their respective successors and assigns.
4. Governing Law. This Assignment shall be construed and enforced in accordance with the laws of the State of New York.
5. Further Assurances. Each party agrees that from time to time after the date hereof it shall execute and deliver, or cause to be executed and delivered, such instruments, documents and papers, and take all such further action, as may be reasonably required in order to consummate more effectively the purposes of this Assignment and to implement the transactions contemplated hereby.

[The remainder of this page is intentionally left blank.]

Schedule 1

Count	Initial	Number						
			29	KCS	759028	58	KCS	759058
1	KCS	759000	30	KCS	759029	59	KCS	759059
2	KCS	759001	31	KCS	759030	60	KCS	759060
3	KCS	759002	32	KCS	759031	61	KCS	759061
4	KCS	759003	33	KCS	759032	62	KCS	759062
5	KCS	759004	34	KCS	759033	63	KCS	759064
6	KCS	759005	35	KCS	759034	64	KCS	759065
7	KCS	759006	36	KCS	759035	65	KCS	759066
8	KCS	759007	37	KCS	759036	66	KCS	759067
9	KCS	759008	38	KCS	759037	67	KCS	759068
10	KCS	759009	39	KCS	759038	68	KCS	759069
11	KCS	759010	40	KCS	759039	69	KCS	759070
12	KCS	759011	41	KCS	759040	70	KCS	759071
13	KCS	759012	42	KCS	759041	71	KCS	759073
14	KCS	759013	43	KCS	759042	72	KCS	759074
15	KCS	759014	44	KCS	759043	73	KCS	759076
16	KCS	759015	45	KCS	759044	74	KCS	759077
17	KCS	759016	46	KCS	759045	75	KCS	759078
18	KCS	759017	47	KCS	759046	76	KCS	759079
19	KCS	759018	48	KCS	759047	77	KCS	759080
20	KCS	759019	49	KCS	759048	78	KCS	759081
21	KCS	759020	50	KCS	759049	79	KCS	759082
22	KCS	759021	51	KCS	759050	80	KCS	759083
23	KCS	759022	52	KCS	759051	81	KCS	759084
24	KCS	759023	53	KCS	759052	82	KCS	759106
25	KCS	759024	54	KCS	759053	83	KCS	759210
26	KCS	759025	55	KCS	759054	84	KCS	759211
27	KCS	759026	56	KCS	759056	85	KCS	759225
28	KCS	759027	57	KCS	759057			

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 12/21/12

Edward M Luria
Edward M. Luria