

RECORDATION NO 26405-K FILED
June 28, 2013 01:30 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

June 28, 2013

Chief
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 Memorandum of Assignment and Assumption Agreement, dated as of June 28, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 26405.

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

Assignor: GATX Corporation (as successor in interest
to Babcock & Brown Rail Funding LLC)
580 California Street, Suite 1100
San Francisco, CA 94104

Assignee: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Chief
Section of Administration
June 28, 2013
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A description of the railroad equipment covered by the enclosed document is:

33 covered hopper railcars within the series LAFX 60141 – LAFX 60181 as 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 \$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

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT is dated as of June 28, 2013, by and between GATX Corporation, a New York corporation ("Assignor"), successor to Babcock & Brown Rail Funding LLC pursuant to a foreclosure sale under Article 9 of the Uniform Commercial Code, and First Union Rail Corporation, a North Carolina corporation ("Assignee").

WITNESSETH:

1. Assignor, as lessor, entered into (i) that certain Schedule No. 01 To Master Net Railcar Lease dated as of March 29, 2006 with Lafarge North America, Inc., as lessee ("Lessee"), incorporating the terms of that certain Master Net Railcar Lease dated as of March 29, 2006 between Assignor and Lessee (the "Master Lease") and (ii) that certain Schedule No. 02 To Master Net Railcar Lease dated as of May 24, 2006 with Lessee, incorporating the terms of the Master Lease 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 28, 2013, 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.

[SIGNATURE PAGE FOLLOWS.]

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

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On June 25, 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



First Union Rail Corporation,
as Assignee

By: Richard F. Seymour
Name: Richard F. Seymour
Title: Vice President Sales & Marketing

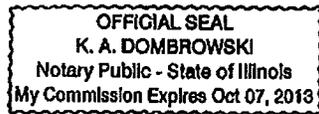
STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

The foregoing Memorandum of Assignment and Assumption Agreement was acknowledged before me, the undersigned Notary Public, in the County of Cook this 24th day of June, 2013 by Richard F. Seymour, as Vice President Sales & Marketing, of FIRST UNION RAIL CORPORATION, on behalf of the company.

K. A. Dombrowski
Notary Public

My commission expires: 10/7/2013

[Notarial Seal]



*[SIGNATURE PAGE TO MEMORANDUM OF ASSIGNMENT
AND ASSUMPTION AGREEMENT]*

EXHIBIT A

DESCRIPTION OF CARS

3,230 cu.ft. pressure differential covered hopper railcars.

QUANTITY

Thirty-three (33).

CAR NUMBER

<u>Schedule No. 01</u>		<u>Schedule No. 02</u>	
	<u>Car Number</u>		<u>Car Number</u>
1	LAFX060141	1	LAFX060161
2	LAFX060142	2	LAFX060162
3	LAFX060143	3	LAFX060163
4	LAFX060144	4	LAFX060164
5	LAFX060146	5	LAFX060165
6	LAFX060147	6	LAFX060166
7	LAFX060148	7	LAFX060167
8	LAFX060149	8	LAFX060168
9	LAFX060151	9	LAFX060169
10	LAFX060153	10	LAFX060170
11	LAFX060156	11	LAFX060171
12	LAFX060159	12	LAFX060172
13	LAFX060160	13	LAFX060173
		14	LAFX060174
		15	LAFX060175
		16	LAFX060176
		17	LAFX060177
		18	LAFX060178
		19	LAFX060179
		20	LAFX060180

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: 6/28/13

Edward M Luria
Edward M. Luria