

RECORDATION NO. 24852-6 FILED

MAY 12 '11 -3 00 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D C
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

May 12, 2011

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 a Memorandum of Assignment and Assumption Agreement, dated as of April 1, 2011, 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 24852.

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

Assignor.	Midwest Railcar Corporation 4949 Autumn Oaks Drive Maryville, IL 62062
Assignee.	Venetian Rail Partners, LP 523 Turtle Hatch Lane Naples, FL 34103

Chief
Section of Administration
May 12, 2011
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A description of the railroad equipment covered by the enclosed document is.

100 railcars within the series GSTX 86196 - GSTX 86337 (previously marked within the series SDEX 10374 - SDEX 10634) 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

MAY 12 '11 -3 00 PM

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT
SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT is dated as of April 1, 2011, by and between Midwest Railcar Corporation, an Illinois corporation, ("Assignor"), and Venetian Rail Partners, LP, a Florida limited partnership ("Assignee").

WITNESSETH:

1. Assignor, as successor lessor, entered into that certain Railcar Master Net Lease Agreement, dated as of March 8, 2004 (the "Master Lease"), and that certain Supplement No. 1 to Railcar Master Net Lease Agreement, dated as of March 8, 2004 (amended or renewed from time to time, the "Lease"), with Georgia Power Company, as lessee, for certain railcars described in Exhibit A attached hereto (the "Railcars").

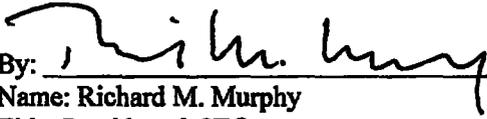
2. Assignor and Assignee have entered into that certain Assignment and Assumption Agreement dated as of April 1, 2011, which is evidenced by this Memorandum of Assignment and Assumption Agreement with respect to the Lease and the Railcars.

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.

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.

[Signature Page Follows]

**Midwest Railcar Corporation,
as Assignor**

By:  _____

**Name: Richard M. Murphy
Title: President &CEO**

**Venetian Rail Partners, LP,
as Assignee**

By: _____

**Name: Walter Ballard, Jr., Manager
Southern Rail Management, LLC
General Partner**

**Midwest Railcar Corporation,
as Assignor**

By: _____

Name: Richard M. Murphy

Title: President & CEO

**Venetian Rail Partners, LP,
as Assignee**

By: Walter Ballard _____

Name: Walter Ballard, Jr., Manager

Southern Rail Management, LLC

General Partner

State of Illinois)
County of Madison)

On April 8, 2011 before me, Karyn F. Ward, Notary Public, personally appeared Richard M. Murphy, 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/she executed the same in his/her authorized capacity, and that by his/her 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.

Karyn F. Ward
Notary Public
My Commission expires: 5/13/14



State of Florida)
County of Collier)

On April 8th, 2011 before me, Eric J. Eberhardt, Jr., Notary Public, personally appeared Walker L. Ballard, 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/she executed the same in his/her authorized capacity, and that by his/her 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: June 20, 2015

EXHIBIT A

DESCRIPTION OF CARS

3,850 cubic feet 100-ton rapid discharge steel open top hopper cars, non-rotary couplers,
53', 263,000 lbs. GRL. The build date for the Cars is 1979.

QUANTITY

One hundred (100)

CAR NUMBER

<u>CAR NUMBER</u>	<u>PREVIOUS CAR NUMBER</u>
GSTX086196	SDEX010374
GSTX086197	SDEX010375
GSTX086198	SDEX010376
GSTX086199	SDEX010382
GSTX086200	SDEX010383
GSTX086201	SDEX010384
GSTX086202	SDEX010385
GSTX086203	SDEX010387
GSTX086205	SDEX010394
GSTX086206	SDEX010396
GSTX086207	SDEX010398
GSTX086208	SDEX010401
GSTX086209	SDEX010403
GSTX086210	SDEX010409
GSTX086211	SDEX010410
GSTX086212	SDEX010412
GSTX086213	SDEX010415
GSTX086214	SDEX010417
GSTX086215	SDEX010419
GSTX086216	SDEX010420
GSTX086217	SDEX010422
GSTX086218	SDEX010423
GSTX086219	SDEX010424
GSTX086220	SDEX010426
GSTX086221	SDEX010427
GSTX086222	SDEX010431
GSTX086224	SDEX010434
GSTX086225	SDEX010438
GSTX086226	SDEX010440

GSTX086227	SDEX010441
GSTX086228	SDEX010442
GSTX086229	SDEX010443
GSTX086232	SDEX010448
GSTX086233	SDEX010450
GSTX086234	SDEX010451
GSTX086235	SDEX010452
GSTX086236	SDEX010453
GSTX086238	SDEX010456
GSTX086240	SDEX010461
GSTX086242	SDEX010464
GSTX086244	SDEX010466
GSTX086247	SDEX010469
GSTX086248	SDEX010470
GSTX086249	SDEX010472
GSTX086250	SDEX010473
GSTX086251	SDEX010474
GSTX086252	SDEX010475
GSTX086253	SDEX010476
GSTX086255	SDEX010479
GSTX086256	SDEX010482
GSTX086257	SDEX010483
GSTX086258	SDEX010484
GSTX086259	SDEX010486
GSTX086261	SDEX010491
GSTX086264	SDEX010497
GSTX086266	SDEX010506
GSTX086267	SDEX010508
GSTX086268	SDEX010509
GSTX086270	SDEX010511
GSTX086272	SDEX010513
GSTX086273	SDEX010514
GSTX086274	SDEX010520
GSTX086276	SDEX010524
GSTX086277	SDEX010525
GSTX086279	SDEX010527
GSTX086282	SDEX010533
GSTX086283	SDEX010534
GSTX086284	SDEX010536
GSTX086285	SDEX010537
GSTX086286	SDEX010540
GSTX086291	SDEX010550
GSTX086292	SDEX010551

GSTX086293	SDEX010552
GSTX086296	SDEX010556
GSTX086299	SDEX010564
GSTX086300	SDEX010565
GSTX086301	SDEX010569
GSTX086303	SDEX010571
GSTX086305	SDEX010575
GSTX086306	SDEX010577
GSTX086307	SDEX010578
GSTX086309	SDEX010584
GSTX086310	SDEX010587
GSTX086311	SDEX010591
GSTX086312	SDEX010592
GSTX086313	SDEX010593
GSTX086314	SDEX010596
GSTX086315	SDEX010597
GSTX086318	SDEX010605
GSTX086320	SDEX010607
GSTX086323	SDEX010613
GSTX086325	SDEX010615
GSTX086326	SDEX010617
GSTX086327	SDEX010618
GSTX086329	SDEX010621
GSTX086330	SDEX010623
GSTX086331	SDEX010625
GSTX086335	SDEX010630
GSTX086336	SDEX010633
GSTX086337	SDEX010634

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: 5/12/11



Robert W Alvord