

RECORDATION NO. 20898 - ^EFILED

JUN 30 '11 -2 40 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D C
20036

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

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

June 30, 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 June 30, 2011, 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 Numbers 20898 and 20898-A.

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

Assignor: Manufacturers and Traders Trust Company
25 South Charles Street
Baltimore, MD 21201

Assignee: First Union Rail Corporation
6250 River Road
Suite 5000
Rosemont, IL 60018

Chief
Section of Administration
June 30, 2011
Page 2

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

227 autoflood coal cars within the series BNSF 650119 - BNSF 699602;
and 117 CoalPorter railcars within the series BNSF 668328 - BNSF 668446
and BNSF 699128 as more particularly set forth in the attachment to the
document.

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

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

JUN 30 '11 -2 40 PM

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT
SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum") made and entered into as of June 30, 2011 by and between MANUFACTURERS AND TRADERS TRUST COMPANY, as assignor ("Assignor"), and FIRST UNION RAIL CORPORATION, as assignee ("Assignee").

WITNESSETH:

1. Assignor and Assignee have entered into a Assignment and Assumption Agreement dated as of June 30, 2011 (the "Agreement"), pursuant to which Assignor agreed to sell and assign, and Assignee agreed to purchase from Assignor, Assignor's rights, liabilities, obligations, title and interest in and to a certain equipment lease and the items of equipment leased thereunder.

2. Pursuant to the Agreement, Assignor has agreed to assign to Assignee, and Assignee has agreed to assume, Assignor's rights and obligations under the lease (and all subsequent amendments thereto) referred to in the Memorandum of Lease Agreement, dated as of September 26, 1997, between The First National Bank of Maryland, Lessor, and The Burlington Northern and Santa Fe Railway Company, Lessee, and the Memorandum of Lease Supplement, dated September 30, 1997, between the Lessor and the Lessee, both filed with the Surface Transportation Board on September 30, 1997 at 11:21 a.m. under Recordation Numbers 20898 and 20898-A, respectively. The railroad equipment is described in Exhibit A hereto.

3. The parties hereto wish to show for public record, through this Memorandum, the existence of these agreements and their respective interests therein. Accordingly, the parties have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that all parties are not signatories to the same counterpart.

-- Signature Page to Follow--

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment and Assumption Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above.

MANUFACTURERS AND TRADERS
TRUST COMPANY

By: [Signature]
Name: Jeffrey Hinkle
Title: Administrative Vice President

STATE OF Maryland)
COUNTY OF Anne Arundel) ss:

The foregoing Memorandum of and Assumption Agreement was acknowledged before me, the undersigned Notary Public this 30th day of June, 2011 by Jeffrey Hinkle, as Administrative Vice President of MANUFACTURERS AND TRADERS TRUST COMPANY, on behalf of the corporation.

[Signature]
Notary Public

My commission expires: 7-14-12

Diane Klasmeyer
Notary Public, A.A. Co., MD
My Commission Expires 7-14-12

EXHIBIT A
to

MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT

EQUIPMENT

Quantity	Description	Car Mark and Number
227	1997-built, 4,300 cubic foot, 118-ton, rapid discharge, aluminum AutoFlood with Rotary Coupler coal cars built by Johnstown America	BNSF 650119 – BNSF 650356, inclusive, BNSF 699129, and BNSF 699602; except for the following casualties: BNSF 650145, BNSF 650151, BNSF 650195, BNSF 650203, BNSF 650216, BNSF 650123, BNSF 650132, BNSF 650248, BNSF 650318, BNSF 650147, BNSF 650223, BNSF 650281 and BNSF 650338
117	1997-built, 4,400 cubic foot, 122-ton, high side, rotary dump, aluminum BethGon CoalPorter railcars manufactured by Johnstown America	BNSF 668328 – BNSF 668446, inclusive and BNSF 699128, except for the following casualties: BNSF 668339, BNSF 668393 and BNSF 668446

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: 6/30/11



Robert W. Alvord