

RECORDATION NO. 27565-J FILED

JUL 19 '11 5:00 PM

SURFACE TRANSPORTATION BOARD

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

July 19, 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 of Lease, dated as of July 19, 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 previously filed with the Board under Recordation Number 27565-A.

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

Seller/Assignor: Continental Railcar Leasing 2008, LLC
c/o Management Company
233 South Wacker Drive, Suite 5300
Chicago, IL 60606

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

Chief
Section of Administration
July 19, 2011
Page 2

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

225 railcars: LAFX 24001 - LAFX 24225.

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

Memorandum of Assignment of Lease.

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

RECORDATION NO. 27565-5 FILED J

MEMORANDUM OF ASSIGNMENT OF LEASE
(Surface Transportation Board)

JUL 19 '11 -5 00 PM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of July 19, 2011 (this "Memorandum") is between Continental Railcar Leasing 2008, LLC, a Delaware limited liability company ("Seller") and First Union Rail Corporation, a North Carolina corporation ("Buyer").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Seller, as lessor, has leased certain railroad cars more particularly described on Schedule 1 attached hereto (the "Equipment") pursuant to that certain Rider No. 1 dated May 29, 2008 ("Rider 1") by and between Seller and Lafarge North America Inc. ("Lessee") which incorporates by reference that certain Railcar Leasing Agreement (Net) Lease # CRL 2008-2410 dated May 29, 2008 (the "Master Lease") by and between Seller and Lessee. Rider 1 and the Master Lease, to the extent incorporated into Rider 1 are hereinafter referred to as the "Lease Documents."

B. A Memorandum of Lease, dated May 29, 2008, between Seller and Lessee was filed with the Surface Transportation Board on July 11, 2008 under Recordation Numbers 27565-A.

C. Buyer and Seller are parties to that certain Purchase Agreement dated July 19, 2011, and Assignment and Assumption Agreement dated July 19, 2011 pursuant to which Seller has agreed to sell to Buyer the Equipment and to assign to Buyer all of Seller's right, title and interest under the Lease Documents, and Buyer has agreed to purchase the Equipment and agreed to the assignment.

D. The parties hereto wish to show for public record this Memorandum and accordingly 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 both parties are not signatories to the same counterpart.

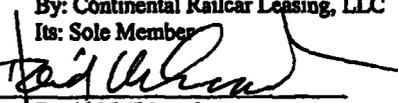
[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment of Lease to be executed by their duly authorized representatives as of the date first written above.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Continental Railcar Leasing 2008, LLC by authority of its sole member and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Continental Railcar Leasing 2008, LLC. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

CONTINENTAL RAILCAR LEASING 2008, LLC

By: Continental Railcar Leasing, LLC
Its: Sole Member

By: 
David M. Edwards
Its: Director

I certify that I hold the title set forth below, that this instrument was signed on behalf of First Union Rail Corporation by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of First Union Rail Corporation. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

FIRST UNION RAIL CORPORATION,
as Assignee

By: _____
Name: _____
Title: _____

[SIGNATURE PAGE TO MEMORANDUM OF ASSIGNMENT OF LEASE]

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment of Lease to be executed by their duly authorized representatives as of the date first written above.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Continental Railcar Leasing 2008, LLC by authority of its sole member and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Continental Railcar Leasing 2008, LLC. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

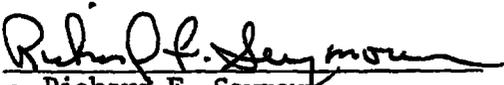
CONTINENTAL RAILCAR LEASING 2008, LLC

By Continental Railcar Leasing, LLC
Its: Sole Member

By _____
David M. Edwards
Its: Director

I certify that I hold the title set forth below, that this instrument was signed on behalf of First Union Rail Corporation by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of First Union Rail Corporation. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

FIRST UNION RAIL CORPORATION,
as Assignee

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

[SIGNATURE PAGE TO MEMORANDUM OF ASSIGNMENT OF LEASE]

SCHEDULE 1

<u># Cars</u>	<u>Year Built</u>	<u>Description</u>	<u>Reporting Marks</u>
225	2008	National Steel Car built 2,400cf Open Top Hopper Cars, 286,000 pound gross rail load	LAFX 24001 – 24225, inclusive