

RECORDATION NO. 29398-A FILED

AUG 12 '11 -8 00 AM

SURFACE TRANSPORTATION BOARD

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

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August 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 of Railcar Lease, dated as of August 11, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease previously filed with the Board under Recordation Number 29398.

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

Transferor The CIT Group/Equipment Financing, Inc
30 South Wacker Drive, Suite 2900
Chicago, Illinois 60606

Transferee GATX Corporation
222 West Adams Street
Chicago, IL 60606-5312

Section Chief
August 12, 2011
Page 2

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

15 railcars ECQX 57597 – ECQX 57611

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

Memorandum of Assignment of Railcar 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,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W Alvord

RWA/sem
Enclosures

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AUG 1-2 '11 8 00 AM

~~SURFACE TRANSPORTATION BOARD~~

[Orion No. 02]

MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE dated as of this 11th day of August, 2011, is made by **THE CIT GROUP/EQUIPMENT FINANCING, INC.**, a Delaware corporation, with an address at 30 S. Wacker Drive, Chicago, IL 60606 (“**Transferor**”), and **GATX CORPORATION**, a New York corporation, with an address at 222 W Adams St., Chicago, IL 60606 (“**Transferee**” and, together with Transferor, the “**Parties**”).

KNOW ALL PERSONS BY THESE PRESENTS THAT

WHEREAS, Transferor and Transferee entered into that certain Purchase and Sale Agreement (the “**Purchase Agreement**”), dated as of August 11, 2011, relating to the sale by Transferor to Transferee of 15 carbon black covered hopper railcars identified on Exhibit A hereto (the “**Equipment**”) and the assignment by Transferor and assumption by Transferee of Transferor’s right, title and interest in, and obligations under, Lease Schedule No. 02 (the “**Schedule**”), made as of December 23, 2009, to the Master Net Railcar Lease, dated as of December 23, 2009 (“**Master Lease**”), which were entered into between Transferor, as lessor, and Orion Engineered Carbons, LLC (f.k a. Evonik Carbon Black, LLC, f.k.a. Degussa Engineered Carbons, L P.), as lessee The Schedule, as it adopts the terms and provisions of the Master Lease, is referred to as the “**Lease**” herein

WHEREAS, the Equipment is subject to the Lease,

WHEREAS, a Memorandum of Railcar Lease with respect to Schedule No. 02 and the Master Lease to the extent relating to the Schedule No. 02 was filed with the Surface Transportation Board on August 9, 2010, at 3:08 PM, and assigned recordation number 29398; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in, and obligations under, the Lease to Transferee, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument Transferor hereby confirms the sale of the Equipment to Transferee and the assignment to Transferee of Transferor’s right, title and interest in, and obligations under, the Lease in accordance with the terms and conditions of the Purchase Agreement, and Transferee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein

[Memorandum of Assignment of Railcar Lease – Orion 02]

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferor 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 Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Nancy A. Nardella
Name: Nancy A. Nardella
Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee 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 Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

GATX CORPORATION

By: _____
Name: Linda Hexem
Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferor 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 Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

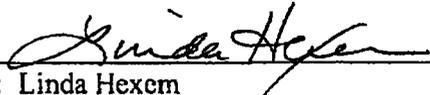
By: _____

Name. Nancy A. Nardella

Title Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee 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 Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

GATX CORPORATION

By:  _____

Name: Linda Hexem

Title. Vice President

**EXHIBIT A
TO THE MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE
DATED AS OF AUGUST 22, 2011**

EQUIPMENT

Fifteen (15) 5,750 c.f. carbon black covered hopper railcars, built by Thrall, and bearing car marks and road numbers ECQX 57597 through ECQX 57611, inclusive.

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 8/12/11



Robert W Alvord