

RECORDATION NO. 29943 FILED

OCT 18 '11 -8 00 AM

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)

October 18, 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 September 30, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents

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

Assignor.	Freightcar America, Inc 17 Johns Street Johnstown, PA 15901
Assignee.	First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018

Chief
Section of Administration
October 18, 2011
Page 2

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

14 railcars within the series JAIX 820004 – JAIX 820048 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 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,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a checkmark below the first letter 'E'.

✓
Edward M Luria

EML/sem
Enclosures

OCT 18 11 -8 00 AM

MEMORANDUM OF ASSIGNMENT OF LEASE
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of September 30, 2011, is between FIRST UNION RAIL CORPORATION, a North Carolina corporation (the "Assignee") and FREIGHTCAR AMERICA, INC., a Delaware corporation (the "Assignor").

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

A. The Assignor has leased to JAIX Leasing Company ("Lessee") certain railcars identified on Schedule 1 attached hereto, under Rider No. 1 dated as of September 30, 2011 and effective as of July 1, 2011 to that certain Railcar Equipment Lease dated as of September 30, 2011 and effective as of July 1, 2011, between Assignor and Lessee (hereinafter together as amended, modified, supplemented and or replaced from time to time referred to as the "Lease").

B. The Assignor, pursuant to a Collateral Assignment of Leases dated as of September 30, 2011 by and among Assignor, Lessee and Assignee, has collaterally assigned all of its rights, benefits, privileges and amounts payable or accruing to it as lessor under the Lease, but none of the duties or obligations of lessor thereunder.

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.

C. 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, the parties have caused this Memorandum to be executed as of the first date herein above written.

FREIGHTCAR AMERICA, INC.

By: *Theodore W. Baun*

Name: Theodore W. Baun

Title: SVP, Marketing and Sales

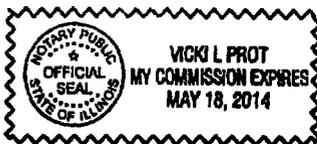
STATE OF)
) ss:
COUNTY OF)

The foregoing Memorandum of Assignment of Lease was acknowledged before me, the undersigned Notary Public, in the County of Cook this 30th day of September, 2011 by Theodore W. Baun, as SVP, Marketing and Sales of FREIGHTCAR AMERICA, INC., on behalf of the company

Vicki L. Prot
Notary Public

My commission expires: _____

[Notarial Seal]



SCHEDULE 1

Fourteen (14) 2008 built, three hopper automatic discharge, 280,000 GRL aggregate railcars marked:

JAIX 820004
JAIX 820006
JAIX 820024
JAIX 820035
JAIX 820036
JAIX 820037
JAIX 820038
JAIX 820040
JAIX 820041
JAIX 820043
JAIX 820044
JAIX 820045
JAIX 820046
JAIX 820048

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 10/18/11

Edward M Luria
Edward M Luria