

RECORDATION NO 30419

FILED

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SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

September 28, 2012

Chief of the 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 an Assignment and Assumption Agreement, dated as of September 28, 2012, 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:

Seller/Assignor: Trinity North American Freight Car, Inc.  
2525 Stemmons Freeway  
Dallas, TX 75207

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

[Lessee: Norfolk Southern Railway Company  
3 Commercial Place  
Norfolk, VA 23510]

Chief of the Section of Administration  
September 28, 2012  
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A description of the railroad equipment covered by the enclosed document is:

18 railcars: NS 292242 – NS 292259.

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

Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$42.00 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,



Edward M. Luria

EML/sem  
Enclosures

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT  
SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT is dated as of September 28, 2012, by and between Trinity North American Freight Car, Inc., a Delaware corporation ("Assignor") and First Union Rail Corporation, a North Carolina corporation ("Assignee").

**WITNESSETH:**

1. Assignor, as lessor, entered into that certain Rider No. Three (3) to Master Lease Agreement dated as of February 1, 2012 with Norfolk Southern Railway Company, as lessee, incorporating the terms of that certain Master Lease Agreement dated as of September 16, 2002 between Trinity Industries Leasing Company and Norfolk Southern Railway Company (the "Lease") 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 September 28, 2012, 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.

[SIGNATURE PAGE FOLLOWS.]

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.

Trinity North American Freight Car, Inc.,  
as Assignor

By: [Signature]  
Name: Eric Marchetto  
Title: Executive Vice President -  
Chief Financial Officer

STATE OF Texas  
COUNTY OF Dallas ) ss:

The foregoing Memorandum of Assignment and Assumption Agreement was acknowledged before me, the undersigned Notary Public, in the County of Dallas this 28<sup>th</sup> day of September, 2012 by Eric Marchetto, as EVP-CFO of TRINITY NORTH AMERICAN FREIGHT CAR, INC., on behalf of the company.

[Signature]  
Danielle Fomey  
Notary Public

My commission expires: 6/9/16

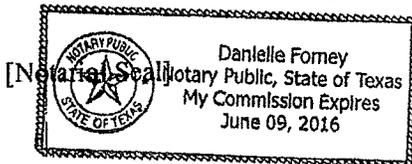




EXHIBIT A

**DESCRIPTION OF CARS**

**QUANTITY**

Eighteen (18)

**CAR NUMBERS**

NS 292242-292259, inclusive

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: 9/28/12

Edward M Luria  
Edward M. Luria