

RECORDATION NO. 30083-A
FILED September 4, 2012 11:35 AM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

September 4, 2012

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 August 29, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 30083.

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

Assignor:	Mitsui Rail Capital, LLC 71 S. Wacker Drive, Suite 1800 Chicago, Illinois 60606
Assignee:	Progress Rail Leasing Corporation 1600 Progress Drive Albertville, Alabama 35950

Chief, Section of Administration
September 4, 2012
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A description of the railroad equipment covered by the enclosed document is:

125 Autoflood III railcars within the series RWSX 452129 – RWSX 452397 as more particularly set forth in the exhibit attached to the document.

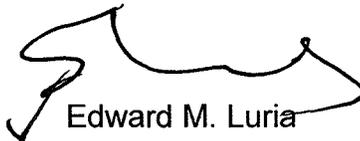
A short summary of the document to appear in the index is:

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,



Edward M. Luria

EML/bhs
Enclosures

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

BETWEEN

MITSUI RAIL CAPITAL, LLC

AND

PROGRESS RAIL LEASING CORPORATION

AUGUST 29, 2012

Memorandum of Assignment and Assumption Agreement made and entered into as of August 29, 2012, by and between MITSUI RAIL CAPITAL, LLC, a Delaware limited liability company ("*Assignor*"), and PROGRESS RAIL LEASING CORPORATION, a Delaware corporation ("*Assignee*").

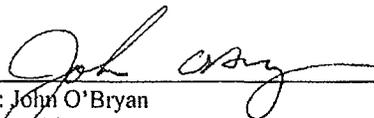
WITNESSETH:

1. Assignor, as lessor, leased to Georgia Power Company, a Georgia corporation ("*Lessee*") one hundred twenty-five (125) Autoflood III Railcars (the "*Cars*"), marked and numbered within the series RWSX 452129 through 452397, non-inclusive, as set forth on Schedule 1 attached hereto, pursuant to that certain Net Lease Agreement dated as of April 1, 2009 (the "*Lease Agreement*"), and that certain Schedule No. 3 thereto dated December 16, 2011 (collectively, Schedule No. 3 and the Lease Agreement as it relates to Schedule No. 3, are referred to herein as the "*Lease*").
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease and the Cars.
3. This Memorandum of Assignment and Assumption Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

[Signature Page Follows.]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

MITSUI RAIL CAPITAL, LLC

By: 
Name: John O'Bryan
Title: President

PROGRESS RAIL LEASING CORPORATION

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

mitsui rail capital, llc

By: _____
Name: John O'Bryan
Title: President

~~**PROGRESS RAIL LEASING CORPORATION**~~

By: _____
Name: J. Duane Cantrell
Title: Senior Vice President

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 28th day of August, 2012, before me personally appeared John O'Bryan, to me personally known, who being by me duly sworn, says that he is the President of MITSUI RAIL CAPITAL, LLC and that the foregoing instrument was signed on behalf of said limited liability company, and he acknowledged that the execution of the said instrument was her/his free act and deed.

Christie C Peterson
NOTARY PUBLIC

My commission expires: July 26, 2016



STATE OF _____)
) ss.
COUNTY OF _____)

On this ____ day of August, 2012, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of PROGRESS RAIL LEASING CORPORATION, and that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was her/his free act and deed.

NOTARY PUBLIC

My commission expires: _____

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this ____ day of August, 2012, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of MITSUI RAIL CAPITAL, LLC and that the foregoing instrument was signed on behalf of said limited liability company, and he acknowledged that the execution of the said instrument was her/his free act and deed.

NOTARY PUBLIC

My commission expires: _____

STATE OF Alabama)
) ss.
COUNTY OF Marshall)

On this 29th day of August, 2012, before me personally appeared J. Duane Cantrell, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of PROGRESS RAIL LEASING CORPORATION, and that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was her/his free act and deed.

Brandy Snow-Perrett
NOTARY PUBLIC

My commission expires: 10/10/12

SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION

THE CARS

CAR MARKS AND NUMBERS

One hundred twenty-five (125) Autoflood III railcars, bearing the following road marks and numbers:

<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	RWSX	452129	20	RWSX	452166	39	RWSX	452194
2	RWSX	452130	21	RWSX	452167	40	RWSX	452196
3	RWSX	452131	22	RWSX	452171	41	RWSX	452197
4	RWSX	452133	23	RWSX	452174	42	RWSX	452201
5	RWSX	452134	24	RWSX	452175	43	RWSX	452205
6	RWSX	452137	25	RWSX	452176	44	RWSX	452206
7	RWSX	452139	26	RWSX	452177	45	RWSX	452209
8	RWSX	452140	27	RWSX	452179	46	RWSX	452211
9	RWSX	452143	28	RWSX	452180	47	RWSX	452212
10	RWSX	452146	29	RWSX	452181	48	RWSX	452213
11	RWSX	452148	30	RWSX	452182	49	RWSX	452214
12	RWSX	452150	31	RWSX	452184	50	RWSX	452217
13	RWSX	452151	32	RWSX	452185	51	RWSX	452218
14	RWSX	452153	33	RWSX	452187	52	RWSX	452220
15	RWSX	452154	34	RWSX	452188	53	RWSX	452221
16	RWSX	452156	35	RWSX	452189	54	RWSX	452224
17	RWSX	452161	36	RWSX	452190	55	RWSX	452228
18	RWSX	452163	37	RWSX	452191	56	RWSX	452232
19	RWSX	452165	38	RWSX	452192	57	RWSX	452234

<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>
58	RWSX	452235	81	RWSX	452274	104	RWSX	452332
59	RWSX	452236	82	RWSX	452275	105	RWSX	452336
60	RWSX	452239	83	RWSX	452277	106	RWSX	452337
61	RWSX	452240	84	RWSX	452278	107	RWSX	452339
62	RWSX	452241	85	RWSX	452281	108	RWSX	452340
63	RWSX	452242	86	RWSX	452282	109	RWSX	452342
64	RWSX	452245	87	RWSX	452286	110	RWSX	452346
65	RWSX	452247	88	RWSX	452289	111	RWSX	452347
66	RWSX	452249	89	RWSX	452290	112	RWSX	452349
67	RWSX	452250	90	RWSX	452292	113	RWSX	452356
68	RWSX	452251	91	RWSX	452293	114	RWSX	452358
69	RWSX	452252	92	RWSX	452299	115	RWSX	452361
70	RWSX	452253	93	RWSX	452304	116	RWSX	452363
71	RWSX	452255	94	RWSX	452305	117	RWSX	452364
72	RWSX	452256	95	RWSX	452307	118	RWSX	452365
73	RWSX	452257	96	RWSX	452314	119	RWSX	452378
74	RWSX	452258	97	RWSX	452315	120	RWSX	452385
75	RWSX	452263	98	RWSX	452317	121	RWSX	452388
76	RWSX	452265	99	RWSX	452321	122	RWSX	452390
77	RWSX	452269	100	RWSX	452322	123	RWSX	452391
78	RWSX	452270	101	RWSX	452326	124	RWSX	452393
79	RWSX	452271	102	RWSX	452328	125	RWSX	452397
80	RWSX	452273	103	RWSX	452330			