

RECORDATION NO 27045-B
FILED
December 07, 2012 11:00 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)

OF COUNSEL
URBAN A. LESTER

December 7, 2012

Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Ms. Brown:

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 Agreements, dated as of December 7, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the document spreviously filed with the Board under Recordation Number 27045.

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

Assignor: Beacon Rail Leasing, Inc. (as assignee of
BTMU Capital Corporation)
111 Huntington Avenue, Ste. 400
Boston, MA 02199

Assignee: ALF VII, LLC
c/o Residco
70 West Madison Street, Suite 2340
Chicago, IL 60602

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

148 covered hopper railcars within the series RRRX 1104 – RRRX 470159 (some cars remarked KBSR and DSRC) 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 and Assumption Agreements.

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 AGREEMENTS
SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENTS** dated as of this 7th day of December, 2012, is made by **BEACON RAIL LEASING, INC.**, as assignee of **BTMU CAPITAL CORPORATION**, with an address at 111 Huntington Avenue, Ste. 400, Boston, Massachusetts 02199 (the **Assignor**), and **ALF VII LLC**, with an address c/o RESIDCO, Three First National Plaza, Suite 2340, Chicago, Illinois 60602 (**Assignee**, and together with the Assignor, the **Parties**).

WITNESSETH:

The Parties entered into that certain Assignment and Assumption Agreement (the **ALF Assignment**) dated as of the date hereof.

Under the Assignment and Assumption Agreement, the Assignor assigned to Assignee its right, title and interest in and to the leases and beneficial interests therein listed in **Exhibit A** hereto (the **Assigned Leases**), and the railroad equipment leased thereunder and listed in **Schedule A** (the **Units**), and Assignee has accepted and assumed all duties and obligations of Assignor with respect thereto arising on or after the date hereof.

The Leases were filed with the Surface Transportation Board on the dates and under the recordation numbers set forth in **Exhibit A**.

The Leases and the Units were previously assigned by BTMU Capital Corporation to the Assignor, effective January 1, 2012 (the **BTMUCC Assignment**).

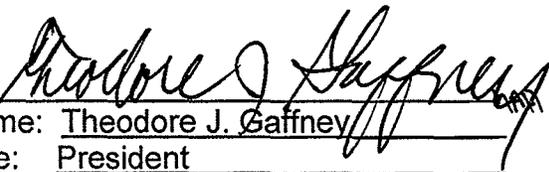
The Parties wish to show for the public record the existence of the aforementioned **BTMUCC Assignment** and **ALF Assignment**, and the respective interests therein of the Parties, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

BEACON RAIL LEASING, INC.

ALF VII LLC

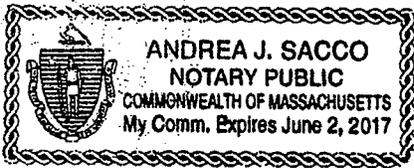
By: Residual Based Finance Corporation, Manager

By: 
Name: Theodore J. Gaffney
Title: President

By: _____
Name: _____
Title: _____

COMMONWEALTH OF MASSACHUSETTS)
) ss:
COUNTY OF SUFFOLK)

On this 6th day of December, 2012, before me personally appeared Theodore J. Gaffney to me personally known, who, being by me duly sworn, did say that he is President of Beacon Rail Leasing, Inc, that he is authorized to execute the foregoing instrument on behalf of said company, that said instrument was signed and sealed on behalf of said company by authority of its managers, and he/she acknowledged that the execution of foregoing instrument was the free act and deed of the company.



[Handwritten Signature]

NOTARY PUBLIC
My commission expires:

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this ___ day of December, 2012, before me, a Notary Public in and for said County and State, personally appeared _____, _____ of Residual Based Finance Corporation, Manager of ALF VII, LLC, who acknowledged himself to be a duly authorized Manager, and that, as such manager, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

NOTARY PUBLIC
My commission expires:

EXHIBIT A

Assigned Leases

Recordation Number	Recordation Date	Assigned Lease
27045	January 29, 2007	Lease Agreement dated February 13, 2003 between MRXX Corporation as Lessor and Interstate Commodities as Lessee, as amended by Amendment No. 1 dated April 1, 2006; Amendment No. 2 dated June 19, 2006; Amendment No. 3 dated as of July 17, 2006 and Amendment No. 4 dated as of June 15, 2011
27045	January 29, 2007	Lease Agreement dated December 13, 2002 between MRXX Corporation as Lessor and Central States Enterprises, Inc. as Lessee, as amended by Amendment No. 1 dated as of August 12, 2004; Amendment No. 2 dated as of October 1, 2007 and Amendment No. 3 dated as of July 6, 2010
27045	January 29, 2007	Lease Agreement dated January 23, 2003 between MRXX Corporation as Lessor and Central States Enterprises, Inc. as Lessee, as amended by Amendment No. 1 dated as of August 12, 2004; Amendment No. 2 dated as of October 1, 2007 and Amendment No. 3 dated as of July 6, 2010

Schedule A

Description of the Units under Assigned Leases: (148) covered hopper railcars bearing the following marks and numbers:

Original Car Nos.	New Car Nos. (if any)
RRRX002146	KBSR002146
RRRX182798	
RRRX182812	
RRRX182815	DSRC182815
RRRX182925	KBSR182925
RRRX182935	KBSR182935
RRRX182936	KBSR182936
RRRX182938	
RRRX182972	
RRRX182981	
RRRX182985	KBSR182985
RRRX182986	
RRRX460071	DSRC460071
RRRX460133	DSRC460133
RRRX460190	
RRRX460194	
RRRX460251	DSRC460251
RRRX460267	
RRRX460297	
RRRX460378	
RRRX460397	DSRC460397
RRRX460404	DSRC460404
RRRX460413	
RRRX460421	
RRRX460422	
RRRX460432	DSRC460432
RRRX460434	DSRC460434
RRRX460439	
RRRX463003	
RRRX463008	KBSR463008
RRRX463009	
RRRX463023	
RRRX463024	KBSR463024
RRRX463025	KBSR463025
RRRX470032	
RRRX470039	
RRRX470044	KBSR470044
RRRX470065	KBSR470065
RRRX470071	
RRRX470081	
RRRX470088	

RRRX470094
RRRX470098
RRRX470119
RRRX470120 KBSR470120
RRRX470122 KBSR470122
RRRX470130
RRRX470137 KBSR470137
RRRX470139 KBSR470139
RRRX470145 KBSR470145
RRRX470149
RRRX470156 KBSR470156
RRRX470157
RRRX470159

RRRX1104
RRRX182739
RRRX182754
RRRX182757
RRRX182763
RRRX182768
RRRX182782
RRRX182805
RRRX182807
RRRX182811
RRRX182817
RRRX182819
RRRX182822
RRRX182829
RRRX182834
RRRX182837
RRRX182840
RRRX182858
RRRX182873
RRRX182904
RRRX182917
RRRX182919
RRRX182921
RRRX182929
RRRX182940
RRRX182941
RRRX182943
RRRX182954
RRRX182957
RRRX182960
RRRX182965
RRRX182967
RRRX182968
RRRX182970
RRRX182975

RRRX182988
RRRX182989
RRRX182993
RRRX182994
RRRX182997
RRRX192910
RRRX192922
RRRX2022
RRRX2063
RRRX2127
RRRX2133
RRRX2135
RRRX2139
RRRX2140
RRRX2145
RRRX2148
RRRX460084
RRRX460089
RRRX460111
RRRX460137
RRRX460139
RRRX460189
RRRX460191
RRRX460200
RRRX460201
RRRX460209
RRRX460215
RRRX460218
RRRX460226
RRRX460230
RRRX460235
RRRX460242
RRRX460250
RRRX460252
RRRX460269
RRRX460277
RRRX460282
RRRX460294
RRRX460314
RRRX460315
RRRX460317
RRRX460319
RRRX460328
RRRX460335
RRRX460336
RRRX460337
RRRX460355
RRRX460359
RRRX460394

RRRX460400
RRRX460407
RRRX460429
RRRX463017
RRRX463020

RRRX 182756
RRRX 460188
RRRX 470084
RRRX 470132
RRRX 460388