

RECORDATION NO 30824-A FILED
July 03, 2013 01:10 PM
SURFACE TRANSPORTATION BOARD

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July 3, 2013

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 Full Service Lease Agreement, dated as of July 1, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the document previously filed with the Board under Recordation Number 30824.

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

Assignor: NuRail Canada ULC
480 West Dussel Drive
Maumee, OH 43537

Assignee: Manufacturers and Traders Trust Company
25 South Charles Street
Baltimore, MD 21202

Section Chief
July 3, 2013
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A description of the railroad equipment covered by the enclosed document is:

126 covered hopper railcars within the series AEX 013852 – AEX 014971 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 Full Service Lease 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,

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

Edward M. Luria

EML/sem
Enclosures

**MEMORANDUM OF ASSIGNMENT OF
FULL SERVICE LEASE AGREEMENT**

This **MEMORANDUM OF ASSIGNMENT OF FULL SERVICE LEASE AGREEMENT** ("Assignment") is made effective as of July 1, 2013 by and between NuRail Canada ULC ("Assignor") and Manufacturers and Traders Trust Company ("Assignee").

WHEREAS, Assignor and PCS Sales (Canada) Inc. ("Lessee") entered into a certain Full Service Lease Agreement (the "Master Lease") and Rider, Deal #T01218, to the Master Lease, both dated May 1, 2007, for the Cars described on the attached Exhibit A (collectively, the "Lease"). Evidence of the Lease has been recorded with the STB pursuant to 49 U.S.C. §11301 simultaneously with this Assignment and assigned recordation number 30824.

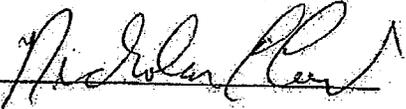
NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease, but none of Assignor's obligation; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

[Signature Page to Follow]

ASSIGNOR:

NuRail Canada ULC

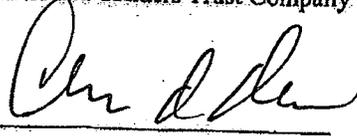
By: 

Name: Nicholas C. Conrad

Title: Vice President

ASSIGNEE:

Manufacturers and Traders Trust Company

By: 

Name: Christopher J. Oliver

Title: Vice President

STATE OF OHIO

COUNTY OF LUCAS

}
} SS.:
}

On the 2ND day of JULY, in the year 2013, before me, the undersigned, a notary public in and for said state; personally appeared Nicholas C. Conrad, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

Janet R. Laplant
Notary Public

JANET R. LAPLANT

Notary Public, Lucas Cty., State of Ohio
My Commission Expires: 11/02/2014

STATE OF New York

COUNTY OF Monroe

}
} SS.:
}

On the 3rd day of July, in the year 2013, before me, the undersigned, a notary public in and for said state; personally appeared Christopher J. Oliver, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

Rosemarie Nucci
Notary Public

ROSEMARIE NUCCI
NOTARY PUBLIC, STATE OF NEW YORK
No. 01NU6031718
Qualified in Monroe County
My Commission Expires October 12, 2013

Exhibit A

Cars

1	AEX 014752	33	AEX 014799	65	AEX 014854	97	AEX 014917
2	AEX 014757	34	AEX 014802	66	AEX 014857	98	AEX 014920
3	AEX 014758	35	AEX 014803	67	AEX 014858	99	AEX 014921
4	AEX 014762	36	AEX 014805	68	AEX 014859	100	AEX 014932
5	AEX 014763	37	AEX 014807	69	AEX 014860	101	AEX 014933
6	AEX 014764	38	AEX 014808	70	AEX 014867	102	AEX 014938
7	AEX 014766	39	AEX 014809	71	AEX 014869	103	AEX 014941
8	AEX 014767	40	AEX 014811	72	AEX 014870	104	AEX 014944
9	AEX 014768	41	AEX 014813	73	AEX 014871	105	AEX 014945
10	AEX 014769	42	AEX 014815	74	AEX 014872	106	AEX 014946
11	AEX 014770	43	AEX 014816	75	AEX 014873	107	AEX 014948
12	AEX 014771	44	AEX 014817	76	AEX 014874	108	AEX 014949
13	AEX 014775	45	AEX 014819	77	AEX 014875	109	AEX 014950
14	AEX 014776	46	AEX 014820	78	AEX 014876	110	AEX 014953
15	AEX 014778	47	AEX 014821	79	AEX 014877	111	AEX 014954
16	AEX 014779	48	AEX 014822	80	AEX 014878	112	AEX 014955
17	AEX 014780	49	AEX 014823	81	AEX 014879	113	AEX 014956
18	AEX 014781	50	AEX 014824	82	AEX 014881	114	AEX 014957
19	AEX 014783	51	AEX 014825	83	AEX 014882	115	AEX 014958
20	AEX 014785	52	AEX 014826	84	AEX 014883	116	AEX 014959
21	AEX 014786	53	AEX 014827	85	AEX 014884	117	AEX 014960
22	AEX 014788	54	AEX 014829	86	AEX 014885	118	AEX 014961
23	AEX 014789	55	AEX 014831	87	AEX 014886	119	AEX 014962
24	AEX 014790	56	AEX 014832	88	AEX 014887	120	AEX 014963
25	AEX 014791	57	AEX 014833	89	AEX 014889	121	AEX 014964
26	AEX 014792	58	AEX 014834	90	AEX 014904	122	AEX 014965
27	AEX 014793	59	AEX 014837	91	AEX 014907	123	AEX 014966
28	AEX 014794	60	AEX 014838	92	AEX 014910	124	AEX 014968
29	AEX 014795	61	AEX 014841	93	AEX 014911	125	AEX 014970
30	AEX 014796	62	AEX 014845	94	AEX 014913	126	AEX 014971
31	AEX 014797	63	AEX 014852	95	AEX 014915		
32	AEX 014798	64	AEX 014853	96	AEX 014916		

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: 7/3/13

Edward M Luria
Edward M. Luria