

RECORDATION NO. 28026 FILED

AUG 28 '09 -4 00 PM

**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](mailto:alvordlaw@aol.com)

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

OF COUNSEL  
URBAN A. LESTER

August 28, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S W  
Washington, D.C 20423-0001

Dear Ms. Quinlan.

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 December 28, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents

The name and address of the party to the enclosed document are.

Buyer: Wachovia Financial Services, Inc.  
c/o First Union Rail Corporation  
6250 River Road, Suite 5000  
Rosemont, IL 60018

[Seller: GE Railcar Services  
Suite 1400  
801-6th Avenue, S.W.,  
Calgary, Alberta Canada T2P 3W3]

Anne K. Quinlan, Esquire  
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A description of the railroad equipment covered by the enclosed document is:

141 cars within the following series as more particularly set forth in the equipment schedule attached to the document:

ACFX 36012 – ACFX 38411  
ACFX 96747 – ACFX 99554  
ANAX 3260 – ANAX 3319  
NAHX 35736 – NAHX 35787  
NAHX 93020 – NAHX 93021 (inclusive)  
NAHX 550062 – NAHX 552009  
NAHX 560000 – NAHX 560010 (inclusive)  
NATX 28526 – NATX 28569  
NATX 71468 – NATX 73938

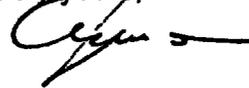
A short summary of the document to appear in the index is:

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,



Robert W Alvord

RWA/sem  
Enclosures

AUG 28 '09 -4 00 PM

**MEMORANDUM OF ASSIGNMENT OF LEASE**  
(Surface Transportation Board)

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of December 28, 2007 ("Memorandum") is between GE Railcar Services, a general partnership established under the laws of the Province of Ontario ("Seller"), and Wachovia Financial Services, Inc., a North Carolina corporation ("Buyer").

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

A. Seller, as lessor, has leased certain railroad cars more particularly described on Schedule 1 attached hereto (the "Equipment") pursuant to certain riders, master lease agreements and other agreements related thereto (collectively, the "Lease Documents").

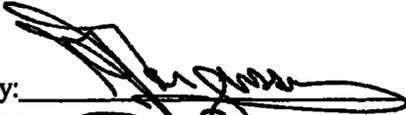
B. Buyer and Seller are parties to that certain Asset Purchase Agreement dated as of December 28, 2007 and that certain Assignment and Assumption Agreement dated as of December 28, 2007 pursuant to which Seller has agreed to sell to Buyer the Equipment and to assign to Buyer all of Seller's right, title and interest under the Lease Documents, and Buyer has agreed to purchase the Equipment and agreed to the assignment.

C. 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. 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.

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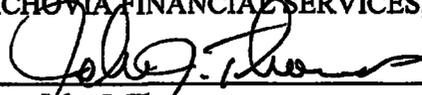
IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

GE RAILCAR SERVICES

By:   
Name: J G FERGUSSON  
Title: VP Finance

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

WACHOVIA FINANCIAL SERVICES, INC.

By:   
Name: John J. Thomas  
Title: Managing Director

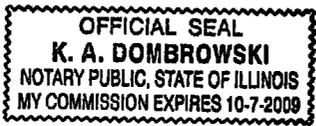
STATE OF ILLINOIS            )  
  ) ss:  
COUNTY OF COOK            )

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of Cook this 15<sup>th</sup> day of July, 2009 by John J. Thomas, as Managing Director of Wachovia Financial Services, Inc., on behalf of the company.

  
Notary Public

My commission expires: 10-7-2009

[Notarial Seal]



**SCHEDULE 1**  
**Description of Equipment**

SCHEDULE 1 - LIST OF CANADIAN EQUIPMENT

<b>UNIT COUNT</b>	<b>CAR INITIAL</b>	<b>CAR NUMBER</b>
1	NAHX	550444
2	NAHX	550452
3	ACFX	36012
4	ACFX	36025
5	ACFX	36151
6	ACFX	36390
7	ACFX	36394
8	ACFX	36949
9	ACFX	36953
10	ACFX	37709
11	ACFX	37755
12	ACFX	37778
13	ACFX	37953
14	ACFX	38406
15	ACFX	38408
16	ACFX	38411
17	ACFX	96747
18	ACFX	96768
19	ACFX	96770
20	ACFX	96930
21	ACFX	96964
22	ACFX	96972
23	ACFX	96973
24	ACFX	96991
25	ACFX	97006
26	ACFX	97019
27	ACFX	97101
28	ACFX	97103
29	ACFX	97131
30	ACFX	97144
31	ACFX	97230
32	ACFX	97236
33	ACFX	97240
34	ACFX	97248
35	ACFX	97251
36	ACFX	97253
37	ACFX	97265
38	ACFX	97275
39	ACFX	97276
40	ACFX	97288
41	ACFX	97289
42	ACFX	97297
43	ACFX	97313
44	ACFX	97322
45	ACFX	97326
46	ACFX	97367
47	ACFX	97394
48	ACFX	97396
49	ACFX	97397
50	ACFX	97463

SCHEDULE 1 - LIST OF CANADIAN EQUIPMENT

<b>UNIT COUNT</b>	<b>CAR INITIAL</b>	<b>CAR NUMBER</b>
51	ACFX	97679
52	ACFX	97685
53	ACFX	97698
54	ACFX	97700
55	ACFX	97804
56	ACFX	98099
57	ACFX	98170
58	ACFX	98171
59	ACFX	98177
60	ACFX	98402
61	ACFX	98419
62	ACFX	98465
63	ACFX	98527
64	ACFX	98727
65	ACFX	98764
66	ACFX	99347
67	ACFX	99348
68	ACFX	99349
69	ACFX	99354
70	ACFX	99431
71	ACFX	99434
72	ACFX	99444
73	ACFX	99462
74	ACFX	99473
75	ACFX	99475
76	ACFX	99554
77	NAHX	93020
78	NAHX	93021
79	NAHX	550455
80	NAHX	550470
81	NAHX	550449
82	NAHX	551600
83	NAHX	551035
84	NAHX	551057
85	NAHX	551233
86	NAHX	550062
87	NAHX	551723
88	NAHX	552009
89	NAHX	550881
90	NAHX	550883
91	NAHX	550271
92	NAHX	551542
93	NAHX	551543
94	NAHX	551545
95	NAHX	550622
96	NAHX	550800
97	NAHX	550669
98	NAHX	550799
99	NAHX	550818
100	NAHX	550955

SCHEDULE 1 - LIST OF CANADIAN EQUIPMENT

UNIT COUNT	CAR INITIAL	CAR NUMBER
101	NAHX	550965
102	NAHX	551058
103	NAHX	551099
104	NAHX	551102
105	NAHX	551556
106	NAHX	551561
107	NAHX	551598
108	NATX	71468
109	NATX	72274
110	NATX	72566
111	NATX	73938
112	NATX	28526
113	NATX	28527
114	NATX	28529
115	NATX	28540
116	NATX	28542
117	NATX	28543
118	NATX	28545
119	NATX	28549
120	NATX	28550
121	NATX	28553
122	NATX	28555
123	NATX	28556
124	NATX	28557
125	NATX	28560
126	NATX	28561
127	NATX	28562
128	NATX	28564
129	NATX	28566
130	NATX	28567
131	NATX	28569
132	ANAX	3260
133	ANAX	3270
134	ANAX	3276
135	ANAX	3299
136	ANAX	3302
137	ANAX	3311
138	ANAX	3319
139	NAHX	35736
140	NAHX	35760
141	NAHX	35787