

RECORDATION NO. 28041 FILED

SEP 28 '09 -4 0 0 PM

**SURFACE TRANSPORTATION BOARD**

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ATTORNEYS AT LAW  
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SUITE 301  
WASHINGTON, D C  
20036

ELIAS C ALVORD (1942)  
ELLSWORTH C ALVORD (1984)

OF COUNSEL  
URBAN A LESTER

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September 25, 2009

Anne K. Quinlan, Esq.  
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 and Assumption Agreement, dated as of August 18, 2009, 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:

Assignor: GATX Corporation  
500 West Monroe Street  
Chicago, Illinois 60661

Assignee: Midwest Railcar Corporation  
4949 Autumn Oaks Drive, Suite B.  
Maryville, Illinois 62062

Anne K. Quinlan, Esq.  
September 25, 2009  
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A description of the railroad equipment covered by the enclosed document is:

25 covered hopper cars, 24 within the series GFSX 000500 - GFSX 000598 as more particularly set forth in the equipment schedule attached to the document, and GFSX 005005.

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,



Robert W Alvord

RWA/sem  
Enclosures

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT is dated as of August 18, 2009, by and between GATX Corporation, a New York corporation, successor by merger to GATX Financial Corporation, successor by merger to GATX Rail Corporation, formerly General American Transportation Corporation ("Assignor"), and Midwest Railcar Corporation, an Illinois corporation ("Assignee").

WITNESSETH:

1. Assignor, as lessor, entered into that certain Car Service Contract dated as of January 1, 1991 (the "Master Lease"), and that certain Rider No 68 thereto dated November 1, 2006 (together with the Master Lease, the "Lease"), with Imerys Kaolin, Inc., formerly Dry Branch Kaolin Company, as lessee, for certain railcars described in Exhibit A attached hereto (the "Railcars").

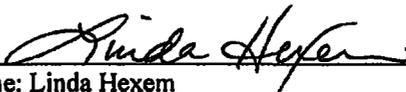
2. Assignor and Assignee have entered into that certain Assignment and Assumption Agreement dated as of August 18, 2009, which is evidenced by this Memorandum of Assignment and Assumption Agreement with respect to the Lease and the Railcars

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.

GATX Corporation,  
as Assignor

By:   
Name: Linda Hexem  
Title: Vice President and Managing Director,  
Structured Finance

Midwest Railcar Corporation,  
as Assignee

By: \_\_\_\_\_  
Name: Richard M. Folio  
Title: Executive Vice President

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.

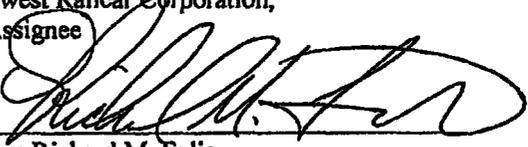
GATX Corporation,  
as Assignor

By: \_\_\_\_\_

Name: Linda Hexem

Title: Vice President and Managing Director,  
Structured Finance

Midwest Railcar Corporation,  
as Assignee

By: 

Name: Richard M. Folio

Title: Executive Vice President

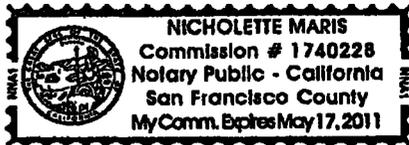
STATE OF CALIFORNIA     )  
  )  
COUNTY OF SAN FRANCISCO )

On August 18, 2009 before me, Nicholette Maris, Notary Public, personally appeared Linda Hexem, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

Witness my hand and official seal.

Nicholette Maris  
Notary Public  
My Commission expires: May 17, 2011

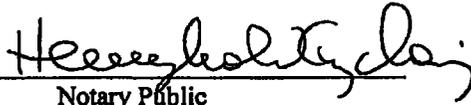


State of Maryland     )  
                                  )  
City of Baltimore     )

On June 29, 2009 before me, Henryka W. Gryc Craig, Notary Public, personally appeared Richard M. Folio, personally known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument

Witness my hand and official seal.

HENRYKA W. GRYC CRAIG  
NOTARY PUBLIC STATE OF MARYLAND  
County of Baltimore  
My Commission Expires September 29, 2009

  
\_\_\_\_\_  
Notary Public  
My Commission expires: 9/1/09

**EXHIBIT A**

**DESCRIPTION OF CARS:**

4,650 cu. ft. lined covered hopper railcars, trough loading and gravity gate unloading,  
263,000 lbs. GRL

**QUANTITY:**

Twenty-five (25)

**REPORTING MARKS AND IDENTIFYING NUMBERS:**

	<b><u>CAR NUMBER</u></b>
1	GFSX000500
2	GFSX000502
3	GFSX000504
4	GFSX000505
5	GFSX000506
6	GFSX000507
7	GFSX000517
8	GFSX000519
9	GFSX000522
10	GFSX000525
11	GFSX000529
12	GFSX000530
13	GFSX000533
14	GFSX000534
15	GFSX000552
16	GFSX000554
17	GFSX000556
18	GFSX000558
19	GFSX000559
20	GFSX000560
21	GFSX000567
22	GFSX000579
23	GFSX000588
24	GFSX000598
25	GFSX005005

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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:

9/25/09



\_\_\_\_\_  
Robert W Alvord