

RECORDATION NO 30939 FILD  
September 30, 2013 04:15 PM  
SURFACE TRANSPORTATION BOARD  
ALVORD AND ALVORD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

September 30, 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 and Assumption Agreement, dated as of September 30, 2013, 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: JAIX Leasing Company  
20 N Wacker Drive # 220  
Chicago, IL 60606

Assignee: First Union Rail Corporation  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Chief  
Section of Administration  
September 30, 2013  
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A description of the railroad equipment covered by the enclosed document is:

70 hopper railcars: JAIX 820150 – JAIX 820219.

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 \$44.00 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 AND ASSUMPTION AGREEMENT

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT is dated as of September 30, 2013, by and between JAIX Leasing Company, a Delaware corporation ("Assignor") and First Union Rail Corporation, a North Carolina corporation ("Assignee").

**WITNESSETH:**

1. Assignor, as lessor, entered into that certain Rider 1 dated as of July 3, 2013 with TXI Operations, LP, as lessee, incorporating the terms of that certain Full Service Railcar Equipment Lease, dated as of July 3, 2013 between Assignor and TXI Operations, LP (the "Lease") 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 September 30, 2013, 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.]





EXHIBIT A

**DESCRIPTION OF CARS**

VersaFlood™ Hybrid Triple Hopper Aggregate Railcars

**QUANTITY**

Seventy (70)

**CAR NUMBERS**

JAIX 820150 through JAIX 820219 (both inclusive)

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: 9/30/17

Edward M Luria  
Edward M. Luria