

RECORDATION NO 26554-F
FILED April 04, 2013 04:00 PM
SURFACE TRANSPORTATION BOARD

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

April 4, 2013

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

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 January 31, 2011 and effective as of April 9, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 26554.

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

Assignor:	AIG Commercial Equipment Finance, Inc. 5700 Granite Parkway, Suite 850 Plano, TX 75024
Assignee:	Flagship Rail Services, LLC (f/k/a AIG Rail Services, Inc.) 300 South Riverside Plaza, Suite 1925 Chicago, IL 60606

Section Chief
April 4, 2013
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A description of the railroad equipment covered by the enclosed document is:

282 flatcars: DSEX 7001 – DSEX 7282.

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 \$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 that reads "Edward M. Luria". The signature is written in a cursive style with a clear, legible font.

Edward M. Luria

EML/sem
Enclosures

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

Memorandum of Assignment and Assumption Agreement (this "**Memorandum**"), dated January 31, 2011 and effective as of April 9, 2007 by and between AIG Commercial Equipment Finance, Inc., a Delaware corporation (the "**Assignor**") and Flagship Rail Services, LLC (f/k/a AIG Rail Services, Inc.), a Delaware limited liability company (the "**Assignee**").

W I T N E S S E T H:

The undersigned have entered into that certain Assignment and Assumption Agreement (the "**Assignment**"), dated January 31, 2011 and effective as of April 9, 2007, whereby the Assignor agreed to assign to the Assignee and the Assignee agreed to accept all of Assignor's right, title, and interest in and to that certain Rider No. 1 dated August 23, 2006 between Assignor (as assignee of Greenbrier Leasing Company LLC), as lessor and Allied Waste Systems, Inc., as lessee and to the extent incorporated into Rider No. 1 and only to the extent relating to the Railcars (as defined below), the Equipment Lease of the same date (the "**Lease**") covering 282 85-foot long flatcars bearing the following road marks and numbers: DSEX 7001 through DSEX 7282, inclusive (the "**Railcars**").

The parties hereto wish to show for public record, through this Memorandum, the existence of the Assignment and the Assignee's interest in the Lease and the Railcars.

This Memorandum may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

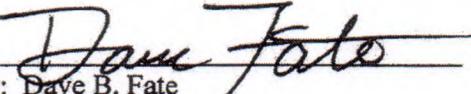
[Signature Pages Follow]

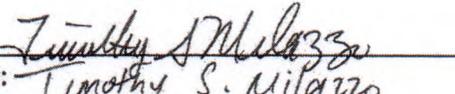
[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

**AIG COMMERCIAL EQUIPMENT
FINANCE, INC.**

FLAGSHIP RAIL SERVICES, LLC
(f/k/a AIG Rail Services, Inc.)

By: 
Name: Dave B. Fate
Title: Executive Vice President

By: 
Name: Timothy S. Milazzo
Title: VP/CFO

Executed on this 9th day of April, 2013

Executed on this 9 day of April, 2013

[Memorandum of Assignment and Assumption Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF COLLIN)

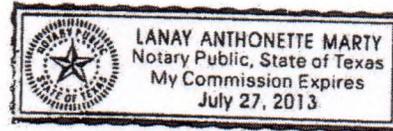
On this, the 9th day of April 2013, before a Notary Public in and for said County and State, personally appeared Dave B. Fate, who being by me duly sworn, says that he is the Executive Vice President of AIG COMMERCIAL EQUIPMENT FINANCE, INC., that said instrument was signed on April 9, 2013 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

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



Name:
Notary Public

My Commission Expires:
Residing in 7/27/2013



[Memorandum of Assignment and Assumption Agreement]

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this, the 9th day of April 2013, before a Notary Public in and for said County and State, personally appeared Timothy S. Milazzo, who being by me duly sworn, says that he is the VP/CFO of FLAGSHIP RAIL SERVICES, LLC, that said instrument was signed on April 9, 2013 on behalf of said limited liability company and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

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



Eileen Patricia O'Neill
Name: _____
Notary Public
My Commission Expires: 10/5/16
Residing in Cook County

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: 4 - 4 - 2013

Edward M Luria

Edward M. Luria