

RECORDATION NO. 30826
FILED July 05, 2013 10:51 AM
SURFACE TRANSPORTATION BOARD

LAW OFFICES OF
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July 5, 2013

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

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease and Assignment and Assumption Agreement, a primary document, dated as of July 5, 2013. We request that this document be recorded under the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease and Assignment and Assumption Agreement are:

Assignor:

GATX Corporation
Four Embarcadero Center, Suite 2200
San Francisco, CA 94111

Assignee:

RBS Asset Finance, Inc.
480 Jefferson Blvd
Warwick, RI 02886

A description of the equipment covered by the Memorandum of Lease and Assignment and Assumption Agreement consists of 543 coal hopper cars numbered JHMX 99001-99007, inclusive, 99009-99014, inclusive, 99016-99019, inclusive, 99021-99028, inclusive, 99030-99087, inclusive, 99089-99136, inclusive, 99138, 99140-99171, inclusive, 99173-99193, inclusive, 99195-99248, inclusive, 99250-99256, inclusive, 99258-99265, inclusive, 99268-99271, inclusive, 99273-99287, inclusive, 99289-99310, inclusive, 99312-99327, inclusive, 99329-99334, inclusive, 99336-99354, inclusive, 99356-99391, inclusive, 99393-99399, inclusive, 99401-99406, inclusive, 99409-99416, inclusive, 99423, 99424, 99426, 99428-99519, inclusive, 99521-99530, inclusive, 99841-99864, inclusive, and 99866-99886, inclusive.

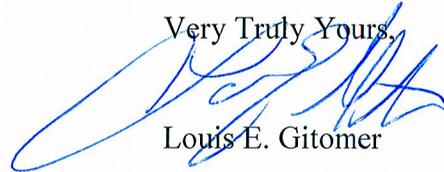
Ms. Cynthia T. Brown
July 5, 2013
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A fee of \$42.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Memorandum of Lease and Assignment and Assumption Agreement between GATX Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, and RBS Asset Finance, Inc., 480 Jefferson Blvd, Warwick, RI 02886, covering 543 coal hopper cars numbered JHMX 99001-99007, inclusive, 99009-99014, inclusive, 99016-99019, inclusive, 99021-99028, inclusive, 99030-99087, inclusive, 99089-99136, inclusive, 99138, 99140-99171, inclusive, 99173-99193, inclusive, 99195-99248, inclusive, 99250-99256, inclusive, 99258-99265, inclusive, 99268-99271, inclusive, 99273-99287, inclusive, 99289-99310, inclusive, 99312-99327, inclusive, 99329-99334, inclusive, 99336-99354, inclusive, 99356-99391, inclusive, 99393-99399, inclusive, 99401-99406, inclusive, 99409-99416, inclusive, 99423, 99424, 99426, 99428-99519, inclusive, 99521-99530, inclusive, 99841-99864, inclusive, and 99866-99886, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AND ASSIGNMENT AND ASSUMPTION AGREEMENT

dated as of July 5, 2013

between

GATX CORPORATION,
as Assignor

and

RBS ASSET FINANCE, INC.
as Assignee

MEMORANDUM OF LEASE AND ASSIGNMENT AND ASSUMPTION AGREEMENT

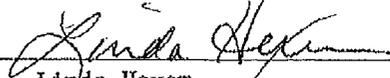
This MEMORANDUM OF LEASE AND ASSIGNMENT AND ASSUMPTION AGREEMENT is made and entered into as of July 5, 2013, between GATX CORPORATION, as “Lessor” and assignor, and RBS ASSET FINANCE, INC., “Assignee”, with reference to the following:

1. Lessor and Alabama Power Company, as “Lessee” entered a Railcar Master Net Lease Agreement, Rider No. 1, Rider No. 2, Rider No. 3, and Rider No. 4, all dated as of May 2, 2013 (collectively the “Lease”) for Lessor to lease to Lessee and Lessee to lease from Lessor, 543 coal hopper cars numbered JHMX 99001-99007, inclusive, 99009-99014, inclusive, 99016-99019, inclusive, 99021-99028, inclusive, 99030-99087, inclusive, 99089-99136, inclusive, 99138, 99140-99171, inclusive, 99173-99193, inclusive, 99195-99248, inclusive, 99250-99256, inclusive, 99258-99265, inclusive, 99268-99271, inclusive, 99273-99287, inclusive, 99289-99310, inclusive, 99312-99327, inclusive, 99329-99334, inclusive, 99336-99354, inclusive, 99356-99391, inclusive, 99393-99399, inclusive, 99401-99406, inclusive, 99409-99416, inclusive, 99423, 99424, 99426, 99428-99519, inclusive, 99521-99530, inclusive, 99841-99864, inclusive, and 99866-99886, inclusive (the “Equipment”).
2. Lessor, as assignor, and Assignee have entered a Purchase Agreement dated as of July ____, 2013, whereby Assignee will purchase the Equipment from Lessor, and an Assignment and Assumption Agreement dated as of July ____, 2013, whereby Lessor will assign to Assignee Lessor’s interest in the Lease and Assignee will assume all of Assignor’s obligations under the Lease.
3. This Memorandum of Lease and Assignment and Assumption Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease and Assignment and Assumption Agreement.

[REMAINDER OF PAGE INTENTIONALLY BLANK; EXECUTION PAGE FOLLOWS.]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease and Assignment and Assumption Agreement to be executed as of the date first above written.

GATX CORPORATION,
as Lessor

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

RBS ASSET FINANCE, INC.
as Assignee

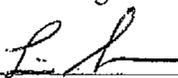
By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease and Assignment and Assumption Agreement to be executed as of the date first above written.

GATX CORPORATION,
as Lessor

By: _____
Name: _____
Title: _____

RBS ASSET FINANCE, INC.
as Assignee

By:  _____
Name: **Linda Simeone**
Title: **Vice-President**

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On June 28, 2013, 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

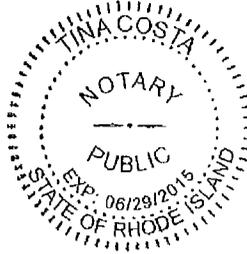
Notary Public

My Commission expires: May 17, 2015



STATE OF RHODE ISLAND)
)
County of KENT)

On this 3rd day of July 2013, before me, Tina Costa, the undersigned Notary Public, personally appeared Linda Simeone personally known to me to be the person who executed the within instrument as Vice President on behalf of RBS ASSET FINANCE, INC., and acknowledged to me that the corporation executed it.



Tina Costa

Notary Public

My Commission expires 6/29/15