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

July 12, 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 of Full Service Lease Agreement, dated as of July 1, 2013, 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 30838.

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

Assignor:	NuRail Canada ULC 480 West Dussel Drive Maumee, OH 43537
Assignee:	Manufacturers and Traders Trust Company 25 South Charles Street Baltimore, MD 21202

Section Chief
July 12, 2013
Page 2

A description of the railroad equipment covered by the enclosed document is:

67 covered hopper railcars within the series AEX 013287 – AEX 014229 as more particularly set forth in the attachment to the document.

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

Memorandum of Assignment of Full Service Lease 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, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

**MEMORANDUM OF ASSIGNMENT OF
FULL SERVICE LEASE AGREEMENT**

This **MEMORANDUM OF ASSIGNMENT OF FULL SERVICE LEASE AGREEMENT** ("Assignment") is made effective as of July 1, 2013 by and between NuRail Canada ULC ("Assignor") and Manufacturers and Traders Trust Company ("Assignee").

WHEREAS, Assignor and PCS Sales (Canada) Inc. ("Lessee") entered into a certain Full Service Lease Agreement (the "Master Lease") and Rider, Deal #R01217, to the Master Lease, both dated May 1, 2007, for the Cars described on the attached Exhibit A (collectively, the "Lease"). Evidence of the Lease has been recorded with the STB pursuant to 49 U.S.C. §11301 simultaneously with this Assignment and assigned recordation number 30838.

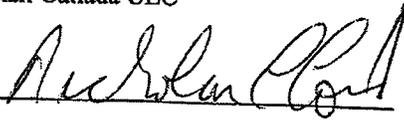
NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease, but none of Assignor's obligation; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

[Signature Page to Follow]

ASSIGNOR:

NuRail Canada ULC

By: 

Name: Nicholas C. Conrad

Title: Vice President

ASSIGNEE:

Manufacturers and Traders Trust Company

By: _____

Name: Christopher J. Oliver

Title: Vice President

ASSIGNOR:

NuRail Canada ULC

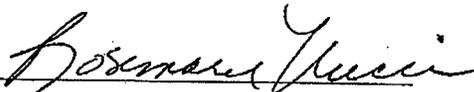
By: _____

Name: Nicholas C. Conrad

Title: Vice President

ASSIGNEE:

Manufacturers and Traders Trust Company

By: 

Name: Rosemarie Nucci

Title: Assistant Vice President

STATE OF OHIO)
) SS.:
COUNTY OF LUCAS)

On the 12 day of July, in the year 2013, before me, the undersigned, a notary public in and for said state; personally appeared Nicholas C. Conrad, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

Lindsay Fisher
Notary Public

STATE OF _____)
) SS.:
COUNTY OF _____)



LINDSAY FISHER
Notary Public, State of Ohio
My Commission Expires 8/31/14

On the ___ day of _____, in the year _____, before me, the undersigned, a notary public in and for said state; personally appeared Christopher J. Oliver, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

STATE OF OHIO)
) SS.:
COUNTY OF LUCAS)

On the ___ day of _____, in the year 2013, before me, the undersigned, a notary public in and for said state; personally appeared Nicholas C. Conrad, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

STATE OF New York)
) SS.:
COUNTY OF Monroe)

On the 1st day of July, in the year 2013, before me, the undersigned, a notary public in and for said state; personally appeared Rosemarie Nucci, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.



Notary Public

PAMELA J. WILCOX
NOTARY PUBLIC, State of New York
Registration # 0146138042
Qualified in Monroe County
Commission Expires Jan. 17, 2014

Exhibit A

Cars

**67 4750 c.f.:263-268GWR; Covered Hoppers
Serial Numbers**

	Stencil_ID		
1	AEX 013287	34	AEX 013509
2	AEX 013288	35	AEX 013320
3	AEX 013381	36	AEX 013321
4	AEX 013382	37	AEX 013322
5	AEX 013583	38	AEX 013384
6	AEX 013609	39	AEX 013385
7	AEX 013488	40	AEX 013592
8	AEX 013668	41	AEX 013681
9	AEX 013404	42	AEX 013608
10	AEX 013441	43	AEX 013708
11	AEX 013501	44	AEX 013296
12	AEX 013502	45	AEX 013522
13	AEX 013669	46	AEX 013393
14	AEX 013626	47	AEX 013407
15	AEX 013635	48	AEX 013408
16	AEX 013712	49	AEX 013517
17	AEX 013405	50	AEX 013560
18	AEX 013575	51	AEX 013585
19	AEX 013290	52	AEX 013716
20	AEX 013299	53	AEX 013718
21	AEX 013324	54	AEX 013719
22	AEX 013355	55	AEX 013721
23	AEX 013356	56	AEX 013359
24	AEX 013388	57	AEX 013303
25	AEX 013390	58	AEX 013304
26	AEX 013607	59	AEX 013703
27	AEX 013383	60	AEX 013701
28	AEX 013435	61	AEX 013400
29	AEX 013387	62	AEX 013409
30	AEX 013497	63	AEX 013425
31	AEX 013505	64	AEX 013692
32	AEX 013533	65	AEX 013344
33	AEX 013619	66	AEX 013487
		67	AEX 014229

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: 7/12/13

Edward M Luria
Edward M. Luria