

LAW OFFICES OF
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December 29, 2006

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. 15883-D FILED

DEC 29 '06 -12 27 PM

Dear Secretary Williams:

SURFACE TRANSPORTATION BOARD

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 Bill of Sale and Assignment and Assumption Agreement, a secondary document, dated as of December 28, 2006. The primary document to which this is connected is recorded under Recordation No. 15883. We request that the copy of this document be recorded under Recordation No. 15883-E.

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

Assignor:

Sonoma Trust III, by Wilmington Trust Company, not in its individual capacity, but solely as Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Assignee:

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

Honorable Vernon A. Williams

December 29, 2006

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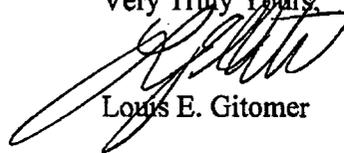
A description of the equipment covered by the Memorandum of Bill of Sale and Assignment and Assumption Agreement consists of 493 quick dump aluminum coal hopper cars numbered DEGX 88001-88495, inclusive (excluding 88403 and 88437).

A fee of \$34.00 is enclosed. Please return one copy to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Bill of Sale and Assignment and Assumption Agreement between Sonoma Trust III, by Wilmington Trust Company, not in its individual capacity, but solely as Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001, GATX Financial Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, covering 493 quick dump aluminum coal hopper cars numbered DEGX 88001-88495, inclusive (excluding 88403 and 88437).

Very Truly Yours,



Louis E. Gitomer

Enclosure

DEC 29 '06 -12 2 7 PM

**MEMORANDUM OF BILL OF SALE
AND ASSIGNMENT AND ASSUMPTION AGREEMENT**

SURFACE TRANSPORTATION BOARD

This Memorandum of Bill of Sale and Assignment and Assumption Agreement, made and entered into as of December 28, 2006 (the "Memorandum"), by and between Sonoma Trust III, a Delaware statutory trust, by Wilmington Trust Company, not in its individual capacity, but solely as Trustee for Sonoma Trust III, as Assignor/Seller, and GATX Financial Corporation, a Delaware corporation, as Assignee/Buyer.

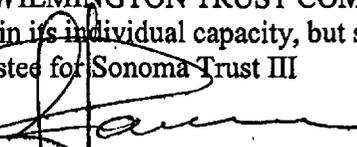
WITNESSETH:

Assignor/Seller and Assignee/Buyer have entered into that certain Assignment and Assumption Agreement, Bill of Sale and related documents, all dated as of December 28, 2006, by which Assignor/Seller has sold and assigned its right, title and interest in and to the railroad equipment and related lease schedule identified in Schedule 1 attached hereto to Assignee/Buyer, and as of the date hereof, Assignee/Buyer has accepted and assumed all duties and obligations of Assignor/Seller with respect thereto.

This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Instrument.

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 and year first written above.

SONOMA TRUST III,
by WILMINGTON TRUST COMPANY,
not in its individual capacity, but solely as
Trustee for Sonoma Trust III

By: 
Name: **Jose Paredes**
Title: **Assistant Vice President**

GATX FINANCIAL CORPORATION

By: _____
Name:
Title:

**MEMORANDUM OF BILL OF SALE
AND ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Bill of Sale and Assignment and Assumption Agreement, made and entered into as of December, 28, 2006 (the "Memorandum"), by and between Sonoma Trust III, a Delaware statutory trust, by Wilmington Trust Company, not in its individual capacity, but solely as Trustee for Sonoma Trust III, as Assignor/Seller, and GATX Financial Corporation, a Delaware corporation, as Assignee/Buyer.

WITNESSETH:

Assignor/Seller and Assignee/Buyer have entered into that certain Assignment and Assumption Agreement, Bill of Sale and related documents, all dated as of December 28, 2006, by which Assignor/Seller has sold and assigned its right, title and interest in and to the railroad equipment and related lease schedule identified in Schedule 1 attached hereto to Assignee/Buyer, and as of the date hereof, Assignee/Buyer has accepted and assumed all duties and obligations of Assignor/Seller with respect thereto.

This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Instrument.

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 and year first written above.

SONOMA TRUST III,
by WILMINGTON TRUST COMPANY,
not in its individual capacity, but solely as
Trustee for Sonoma Trust III

By: _____
Name:
Title:

GATX FINANCIAL CORPORATION

By: Sharon F. Karol
Name: Sharon F. Karol
Title: Vice President - Rail Division

SCHEDULE 1

Ninety two (92) quick dump coal hopper cars numbered DEGX 88401-88402, inclusive; DEGX 88404-88424, inclusive; DEGX 88426-88436, inclusive; and DEGX 88438-88495, inclusive.

Lease Schedule No. 805 dated September 22, 1988 between Pitney Bowes Credit Corporation, predecessor in interest to the Seller, and Mississippi Power Company, which incorporates by reference that certain Master Equipment Lease Agreement dated as of September 22, 1988 between Pitney Bowes Credit Corporation, predecessor in interest to the Seller and Mississippi Power Company.

STATE OF DELAWARE)
) ss.
COUNTY OF NEW CASTLE)

On this 28 day of December 2006, before me, Jacqueline Solone
the undersigned Notary Public, personally appeared Jose Torrecas
personally known to me to be the person who executed the within instrument as
_____ on behalf of the corporation therein named, and
acknowledged to me that the corporation executed it.

(SEAL)
Jacqueline Solone

Signature of Notary Public

My Commission expires _____
JACQUELINE SOLONE
Notary Public - State of Delaware
My Comm. Expires Feb. 4, 2007

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On December 28, 2006, before me, Nicholette Maris, Notary Public, personally appeared Sharon F. Karol, 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 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.

Witness my hand and official seal.

Nicholette Maris

Notary Public

My commission expires: May 17, 2007

