

RECORDATION NO. 27134 FILED

AUG 31 '07 -12 45 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

August 31, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

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 Lease, dated as of August 31, 2007, 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:

Seller:	Trinity Industries Leasing Company 2525 Stemmons Freeway Dallas, TX 75207
Buyer	First Union Rail Corporation One O'Hare Centre 6250 River Road, Suite 5000 Rosemont, IL 60018

Mr. Vernon A. Williams
August 31, 2007
Page 2

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

100 railcars: TILX 194195 – TILX 194294.

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

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$35.00 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,



Robert.W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF LEASE
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of August 31, 2007 ("Memorandum") is between Trinity Industries Leasing Company, a Delaware corporation ("Seller") and First Union Rail Corporation, a North Carolina corporation ("Buyer").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Seller, as lessor, has leased certain railroad cars more particularly described on Schedule 1 attached hereto (the "Equipment") pursuant to that certain Rider Ten (10) to Railroad Car Lease Agreement dated August 29, 2006 ("Rider 10") between Ethanol Products LLC ("Lessee") and Seller, which incorporates by reference that certain Railroad Car Lease Agreement dated June 18, 2001 (the "Master Lease") between Lessee and Seller. Rider 10 and the Master Lease, to the extent incorporated into Rider 10 are hereinafter referred to as the "Lease Documents."

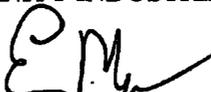
B. Buyer and Seller are parties to that certain Purchase Agreement dated August 31, 2007, and Assignment and Assumption Agreement dated August 31, 2007 pursuant to which Seller has agreed to sell to Buyer the Equipment and to assign to Buyer all of Seller's right, title and interest under the Lease Documents, and Buyer has agreed to purchase the Equipment and agreed to the assignment.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

TRINITY INDUSTRIES LEASING COMPANY

By: 
Name: Eric Marchetto
Title: Vice President

FIRST UNION RAIL CORPORATION

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

TRINITY INDUSTRIES LEASING COMPANY

By: _____
Name: _____
Title: _____

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour
Name: Richard F. Seymour
Title: Vice President Sales and Marketing

SCHEDULE 1
Description of Equipment

<u>Unit Count</u>	<u>Lessee</u>	<u>AAR</u> <u>Reporting Mark</u>
1	Ethanol Products LLC	TILX 194195
2	Ethanol Products LLC	TILX 194196
3	Ethanol Products LLC	TILX 194197
4	Ethanol Products LLC	TILX 194198
5	Ethanol Products LLC	TILX 194199
6	Ethanol Products LLC	TILX 194200
7	Ethanol Products LLC	TILX 194201
8	Ethanol Products LLC	TILX 194202
9	Ethanol Products LLC	TILX 194203
10	Ethanol Products LLC	TILX 194204
11	Ethanol Products LLC	TILX 194205
12	Ethanol Products LLC	TILX 194206
13	Ethanol Products LLC	TILX 194207
14	Ethanol Products LLC	TILX 194208
15	Ethanol Products LLC	TILX 194209
16	Ethanol Products LLC	TILX 194210
17	Ethanol Products LLC	TILX 194211
18	Ethanol Products LLC	TILX 194212
19	Ethanol Products LLC	TILX 194213
20	Ethanol Products LLC	TILX 194214
21	Ethanol Products LLC	TILX 194215
22	Ethanol Products LLC	TILX 194216
23	Ethanol Products LLC	TILX 194217
24	Ethanol Products LLC	TILX 194218
25	Ethanol Products LLC	TILX 194219
26	Ethanol Products LLC	TILX 194220
27	Ethanol Products LLC	TILX 194221
28	Ethanol Products LLC	TILX 194222
29	Ethanol Products LLC	TILX 194223
30	Ethanol Products LLC	TILX 194224
31	Ethanol Products LLC	TILX 194225
32	Ethanol Products LLC	TILX 194226
33	Ethanol Products LLC	TILX 194227
34	Ethanol Products LLC	TILX 194228
35	Ethanol Products LLC	TILX 194229
36	Ethanol Products LLC	TILX 194230
37	Ethanol Products LLC	TILX 194231
38	Ethanol Products LLC	TILX 194232
39	Ethanol Products LLC	TILX 194233
40	Ethanol Products LLC	TILX 194234
41	Ethanol Products LLC	TILX 194235
42	Ethanol Products LLC	TILX 194236
43	Ethanol Products LLC	TILX 194237
44	Ethanol Products LLC	TILX 194238
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64	Ethanol Products LLC	TILX 194258
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66	Ethanol Products LLC	TILX 194260
67	Ethanol Products LLC	TILX 194261
68	Ethanol Products LLC	TILX 194262
69	Ethanol Products LLC	TILX 194263
70	Ethanol Products LLC	TILX 194264
71	Ethanol Products LLC	TILX 194265
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74	Ethanol Products LLC	TILX 194268
75	Ethanol Products LLC	TILX 194269
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83	Ethanol Products LLC	TILX 194277
84	Ethanol Products LLC	TILX 194278
85	Ethanol Products LLC	TILX 194279
86	Ethanol Products LLC	TILX 194280
87	Ethanol Products LLC	TILX 194281
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99	Ethanol Products LLC	TILX 194293
100	Ethanol Products LLC	TILX 194294

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: 8/31/07



Robert W. Alvord