

**OSTER
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RECORDATION NO. 24973-A FILED

MAY 27 '04

12-22 PM

SURFACE TRANSPORTATION BOARD

May 27, 2004

Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Dear Sir:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Assignment Agreement dated 5/21/04 including the following parties and railroad equipment:

Assignor: Browner Turnout Corp.
Rt. 1 Box 45
Brook, NE 68320

Assignee: Wells Fargo Equipment Finance, Inc.
Investors Building, #700
733 Marquette Avenue
Minneapolis, MN 55479

Equipment: 50, 52'6" Mill Gondolas
SFS 130057-130299, NI

Please record this agreement as a secondary document to STB Recordation # 24973.
The filing fee of \$30 is enclosed.

Summary: Memorandum of Assignment Agreement dated 5/21/04 between Browner Turnout Corp. as Assignor and Wells Fargo Equipment Finance, Inc. as Assignee including 50, Mill Gondolas within the series SFS 130057-130299.

Sincerely,

Mary A Oster

Mary Ann Oster
Research Consultant

Enclosure

24973 A 1022

MEMORANDUM OF
ASSIGNMENT AGREEMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment Agreement ("Memorandum of Assignment") made and entered into as of this 21st day of May, 2004, by and between Browner Turnout Corp., a Nebraska corporation ("Assignor") and Wells Fargo Equipment Finance, Inc., a Minnesota corporation ("Assignee").

WITNESSETH

1. Assignor has agreed to assign to Assignee that certain lease agreement dated May 11, 2004, between Assignor, as Lessor and Sand Springs Railway Company, as Lessee for the Fifty (50) 52' 6" Mill Gondola railcars bearing the railroad reporting markings set forth on Schedule A hereto.

2. This Memorandum of Assignment Agreement shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

In Witness Whereof, the parties hereto have caused this Memorandum of Assignment to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of May 23, 2004.

Browner Turnout Co.

Wells Fargo Equipment Finance, Inc.

By: [Signature]

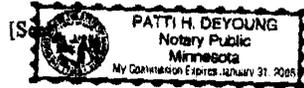
By: [Signature]

Title: President

Title: ATP/Contract Analyst

STATE OF MINNESOTA
COUNTY OF HENNEPIN

On this 26 day of May, 2004 before me personally appeared, Jacqueline P. Bartagan to me personally known, who being by me duly sworn, says that s/he is the Asst/Contract Analyst of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

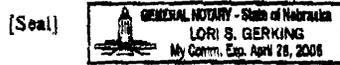


Patti H. DeYoung
Notary Public

My commission expires: 1/31/2005

STATE OF Nebraska
COUNTY OF Che

On this 26th day of May, 2004 before me personally appeared, R. Robert Butler to me personally known, who being by me duly sworn, says that s/he is the President of Brooker Turnout Co, a(n) Nebraska corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Lori S. Gerking
Notary Public

My commission expires: April 28, 2005

**SCHEDULE A TO
MEMORANDUM OF ASSIGNMENT AGREEMENT
DATED AS OF MAY 21, 2004**

Fifty (50) 52' 6" Mill Gondola Raicars bearing the following markings:

Marking	Number	Marking	Number
SFS	130057	SFS	130182
SFS	130059	SFS	130189
SFS	130061	SFS	130195
SFS	130071	SFS	130200
SFS	130073	SFS	130202
SFS	130083	SFS	130205
SFS	130086	SFS	130206
SFS	130089	SFS	130211
SFS	130101	SFS	130220
SFS	130105	SFS	130224
SFS	130116	SFS	130236
SFS	130119	SFS	130239
SFS	130120	SFS	130240
SFS	130132	SFS	130241
SFS	130133	SFS	130251
SFS	130134	SFS	130252
SFS	130138	SFS	130264
SFS	130141	SFS	130266
SFS	130145	SFS	130275
SFS	130148	SFS	130276
SFS	130154	SFS	130279
SFS	130164	SFS	130280
SFS	130167	SFS	130288
SFS	130171	SFS	130295
SFS	130174	SFS	130299

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