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RECORDATION NO. 22785-G FILED

JUL 16 '04

4-01 PM

SURFACE TRANSPORTATION BOARD

lgitomer@dc.billp.com

July 16, 2004

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

Dear Secretary Williams:

I have enclosed four originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Assignment, a secondary document, dated as of July 12, 2004. The primary document to which this is connected is recorded under Recordation No. 22785. We request that one copy of this document be recorded under Recordation No. 22785-G.

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

Assignor:

CIT Group/Equipment Financing Inc.
1211 Avenue of the Americas
New York NY 10036

Assignee:

GATX Financial Corporation
Four Embarcadero Center
San Francisco, CA 94111

A description of the equipment covered by the Memorandum of Lease Assignment consists of 196 covered hopper cars numbered CEFX 13220-13226, inclusive, and 13228-13416, inclusive.

BALL JANIK LLP

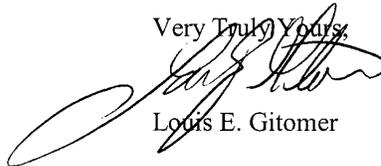
Honorable Vernon A. Williams
July 16, 2004
Page 2

A fee of \$30.00 is enclosed. Please return three originals to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: Memorandum of Lease Assignment between CIT Group/Equipment Financing Inc., 1211 Avenue of the Americas, New York NY 10036, and GATX Financial Corporation, Four Embarcadero Center, San Francisco, CA 94111, covering 196 covered hopper cars numbered CEFX 13220-13226, inclusive, and 13228-13416, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 22785-67 FILED

JUL 16 '04

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE ASSIGNMENT

dated as of July 12, 2004

between

THE CIT GROUP / EQUIPMENT FINANCING, INC.
as the Seller,

and

GATX FINANCIAL CORPORATION,
as the Buyer

FILED WITH THE SURFACE TRANSPORTATION BOARD

on July __, 2004 at __: __.m.

MEMORANDUM OF LEASE ASSIGNMENT

THIS MEMORANDUM OF LEASE ASSIGNMENT is made and entered into as of July 12, 2004, by and between THE CIT GROUP /EQUIPMENT FINANCING, INC. (the "Seller") and GATX FINANCIAL CORPORATION (the "Buyer"), with reference to the following:

1. The Seller has agreed to transfer and assign all of its right, title and interest in and to the Leases referenced on Exhibit No. 1 attached hereto (the "Leases") to the Buyer, and the Buyer has agreed to accept such assignment and assume the obligations of the Seller under the Leases, pursuant to that certain Assignment and Assumption Agreement dated as of July 12, 2004 between the Buyer and the Seller. The Leases relate to the railcars described on Exhibit No. 1.
2. The assignment of the Leases is effective as of July 12, 2004.

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

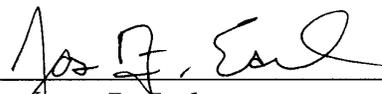
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IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Assignment to be executed as of the date first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
Name: M. Roy Gosse
Title: Vice President

GATX FINANCIAL CORPORATION

By: 
Name: James F. Earl
Title: Executive Vice President - Rail Division

STATE OF New York)
) ss.
County of New York)

On this 14th day of July 2004, before me, Barbara Garner, the undersigned Notary Public, personally appeared M. Roy Gosse personally known to me to be the person who executed the within instrument as Vice President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.


Notary Public for _____
My Commission expires _____
BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate filed in New York County
Commission Expires Sept. 3, 2006

STATE OF _____)
) ss.
County of _____)

On this ___ day of July 2004, before me, _____, the undersigned Notary Public, personally appeared _____ 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.

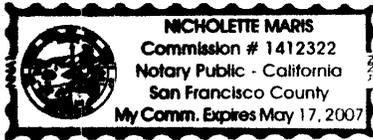
Notary Public for _____
My Commission expires _____

See Attached

State of California)
)
County of San Francisco)

On July 15, 2004 before me, Nichollette Maris, Notary Public, personally appeared James F. Earl, 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 he executed the same in his authorized capacity, and that by his 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.



Nichollette Maris
Notary Public
My Commission Expires: May 17, 2007

**EXHIBIT NO. 1
TO MEMORANDUM OF LEASE ASSIGNMENT**

DESCRIPTION OF LEASES AND RAILCARS

Lease	Car Mark	Car Nos.
Schedule No. 06 to the Master Lease made as of May 12, 2000 by and between General Chemical (Soda Ash) Partners and Seller, incorporating the terms of the Master Lease.	CEFX	CEFX 13361, CEFX 13220 through CEFX 13226, inclusive, CEFX 13228 through CEFX 13265, inclusive, and CEFX 13267 through CEFX 13333, inclusive. (CEFX 13227 casualtied)

Lease	Car Mark	Car No.
Schedule No. 07 to the Master Lease made as of May 12, 2000 by and between General Chemical (Soda Ash) Partners and Seller, incorporating the terms of the Master Lease.	CEFX	CEFX 13266, CEFX 13334 through CEFX 13360, inclusive, and CEFX 13362 through CEFX 13416, inclusive.