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RECORDATION NO. 20604-D FILED

JAN 26 '05 11-11 AM

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

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January 26, 2005

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

Dear Secretary Williams:

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

The document is a Memorandum of Assignment and Assumption Agreement, a secondary document, dated as of December 28, 2004. The primary document to which this is connected is recorded under Recordation No. 20604. We request that one copy of this document be recorded under Recordation No. 20604-D.

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

Assignor:

Chase Equipment Leasing, Inc., formerly known as Banc One Leasing Corporation
1111 Polaris Parkway, Suite A3
Columbus, OH 43271-1085

Assignee:

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

A description of the equipment covered by Memorandum of Assignment and Assumption Agreement consists of 97 tank cars numbered FLIX 973200-973228, inclusive, 973230-973294, inclusive, 973296, 973297 and 973299.

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Honorable Vernon A. Williams
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A fee of \$ 32.00 is enclosed. Please return one original 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 Assignment and Assumption Agreement between Chase Equipment Leasing, Inc., formerly known as Banc One Leasing Corporation, 1111 Polaris Parkway, Suite A3, Columbus, OH 43271-1085, and GATX Financial Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, covering 97 tank cars numbered FLIX 973200-973228, inclusive, 973230-973294, inclusive, 973296, 973297 and 973299.

Very Truly Yours,



Louis E. Gitomer

Enclosures

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT, dated as of December 28, 2004 (this "Agreement"), is between Chase Equipment Leasing Inc., an Ohio corporation, formerly known as Banc One Leasing Corporation, as assignor ("Chase"), and GATX Financial Corporation, a Delaware corporation, as assignee ("GATX").

WITNESSETH:

1. Chase, as lessor, entered into a Memorandum of Lease Agreement dated as of February 6, 1997 (the "Lease") with Farmland Industries, Inc. ("Farmland"), as lessee, which was recorded at the Board on March 3, 1997 under Recordation No. 20604 for 100 tank cars numbered CRNX 973200-973299, inclusive, (formerly FLIX 973200-973299, inclusive), (the "Equipment").

2. A Memorandum of Assignment and Agreement dated as of March 3, 2004 among Chase, as lessor, Farmland, as lessee and assignor, and Coffeyville Resources Nitrogen Fertilizers, LLC, as assignee and new lessee, was recorded at the Board on March 30, 2004 under Recordation No. 20604-B for the Equipment, less cars number CRNX 973229 and CRNX 973298 (formerly FLIX 973229 and FLIX 973298).

3. In consideration of the premises and the agreements herein contained and other good and valuable consideration, the receipt of which is hereby acknowledged, Chase does hereby sell, transfer and assign to GATX, all of Chase's rights, title and interest in and to the Equipment, less cars number CRNX 973295, CRNX 973229 and CRNX 973298, subject to the terms and conditions of the Purchase and Sale Agreement, dated as of December 28, 2004 between Chase and GATX and GATX is accepting all of the same, in each such case to the extent attributable to the period commencing on and continuing after the consummation of such assignment and acceptance on December 28, 2004 and Chase shall have no interest or authority of any nature regarding the Equipment, less cars number CRNX 973295, CRNX 973229 and CRNX 973298. Chase is not transferring, and GATX is not assuming, any obligations or liabilities of Chase under or in any way related to the Lease.

4. This Memorandum of Assignment and Assumption Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Assumption Agreement to be executed by its duly authorized officer as of the date first written above.

CHASE EQUIPMENT LEASING INC.

By: Michael B. Anthony
Name: Michael B. Anthony
Title: J.P.

GATX FINANCIAL CORPORATION

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Assumption Agreement to be executed by its duly authorized officer as of the date first written above.

CHASE EQUIPMENT LEASING INC.

By: _____
Name: _____
Title: _____

GATX FINANCIAL CORPORATION

By: Linda C. Girard
Name: Linda C. Girard
Title: Vice President

STATE OF OHIO)
) ss.:
COUNTY OF FRANKLIN)

On this, the 30th day of December, 2004, before me, a Notary Public in and for said County and State, personally appeared Michael B. Anthony, a V.P. of Chase Equipment Leasing Inc., who acknowledged himself/herself to be a duly authorized officer of Chase Equipment Leasing Inc., and that, as such officer, being authorized to do so, s/he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Karen S. Cook
Name: Karen S. Cook
Notary Public

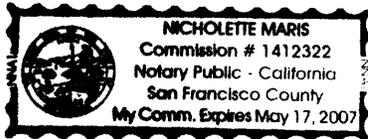
My Commission Expires: May 19, 2009
Residing in: Wickburg

19, 2009

State of California)
)
County of San Francisco)

On December 30, 2004 before me, Nichollette Maris, Notary Public, personally appeared Linda C. Girard, 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