

JUL 28 '05 10-22 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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July 25, 2005

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 three (3) copies of a Memorandum of Assignment and Specification of Assigned Lease Schedule, dated as of July 27, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Master Equipment Lease Agreement and the Lease Schedules related thereto previously filed with the Board under Recordation Number 21529.

The names and addresses of the parties to the enclosed document are:

Assignor: Fleet Capital Corporation
555 California Street
San Francisco, CA 94105

Assignee: AIG Commercial Equipment
Finance, Inc.
5700 Granite Parkway
Suite 850
Plano, TX 75024

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

300 tankcars CLIX 298000 – CLIX 298149 and CLIX 499001 – CLIX 499150

Mr. Vernon A. Williams
July 25, 2005
Page Two

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

Memorandum of Assignment and Specification of Assigned Lease Schedule

Also enclosed is a check in the amount of \$33.00 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,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF ASSIGNMENT AND SPECIFICATION OF ASSIGNED
LEASE SCHEDULE

This Memorandum of Assignment and Specification of Assigned Lease Schedule ("Memorandum") made and entered into as of July 27, 2005 by and between FLEET CAPITAL CORPORATION, as assignor ("Assignor"), and AIG COMMERCIAL EQUIPMENT FINANCE, INC., as assignee ("Assignee").

WITNESSETH:

1. Assignor and Assignee have entered into a Master Assignment Agreement dated as of November 23, 2004 (as amended and supplemented, the "Agreement"), pursuant to which Assignor agreed to sell and assign from time to time, and Assignee agreed to purchase from Assignor from time to time, Assignor's rights, liabilities, obligations, title and interest in and to certain equipment leases and the items of equipment leased thereunder.

2. Pursuant to the Agreement, Assignor has agreed to assign to Assignee, and Assignee has agreed to assume, Assignor's rights and obligations under that certain Assignment and Specification of Assigned Lease Schedule dated the 27 day of July, 2005. A description of the leases relating to the railroad equipment are set forth in Exhibit A hereto. The railroad equipment is described in Exhibit B hereto.

3. The parties hereto wish to show for public record, through this Memorandum, the existence of these agreements and their respective interests therein. Accordingly, the parties 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 all parties are not signatories to the same counterpart.

RECORDATION NO.

21529-E
FILED

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment and Assumption Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above.

AIG COMMERCIAL EQUIPMENT
FINANCE, INC.

By: Jeff Wilkison
Name: Jeff Wilkison
Title: Vice President

STATE OF TX)
COUNTY OF Collin) ss:

The foregoing Memorandum of Assignment and Specification of Assigned Lease Schedule was acknowledged before me, the undersigned Notary Public this 22 day of July, 2005 by Jeff Wilkison, as Vice President of AIG COMMERCIAL EQUIPMENT FINANCE, INC., on behalf of the corporation.

My commission expires: 11/8/07

Carrie Stovall
Notary Public

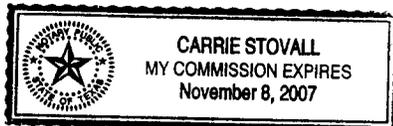


EXHIBIT A
to

MEMORANDUM OF
ASSIGNMENT AND SPECIFICATION OF ASSIGNED LEASE SCHEDULE

LEASE

Master Equipment Lease Agreement dated as of March 27, 1998 between Assignor, as lessor and Calumet Lubricants Co., Limited Partnership, as lessee, as supplemented by (i) Lease Schedule No. 32591-00001 dated March 27, 1998 ; (ii) Lease Schedule No. 32591-00002 dated January 8, 1999; (iii) Lease Schedule No. 32591-00003 dated April 13, 1999; (iv) Lease Schedule No. 32591-00004 dated June 21, 1999; (v) Lease Schedule No. 32591-00005 dated August 12, 1999; (vi) Lease Schedule No. 32591-00006 dated August 12, 1999; (vii) Lease Schedule No. 32591-00007 dated October 21, 1999; (viii) Lease Schedule No. 32591-00008 dated November 19, 1999; (ix) Lease Schedule No. 32591-00009 dated December 21, 1999; (x) Lease Schedule No. 32591-00010 dated December 21, 1999; (xi) Lease Schedule No. 32591-00011 dated January 25, 2000; (xii) Lease Schedule No. 32591-00012 dated March 3, 2000; (xiii) Lease Schedule No. 32591-00013 dated April 7, 2000; and (xiv) Lease Schedule No. 32591-00014 dated April 7, 2000.

EXHIBIT B
to

MEMORANDUM OF
ASSIGNMENT AND SPECIFICATION OF ASSIGNED LEASE SCHEDULE

EQUIPMENT

Quantity	Model	Description	Car Mark and Number
150	DOT 111A100W1, stenciled AAR 211A100W1	Trinity built, 29,188 gallon, exterior coiled, non-lined, insulated tank cars with a 286,000 lb. capable gross rail load built in 1998 and 1999	CLIX 298000 to and including CLIX 298149
150	DOT 111A100W1, stenciled AAR 211A100W1	Union Tank Car, 28,900 gallon, non-coiled, non-lined, non-insulated tank cars with a 286,000 lb. capable gross rail load built new in 1999 and 2000	CLIX 499001 to and including CLIX 499150