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URBAN A. LESTER

RECORDATION NO. 24359-B FILED
DEC 2 '05 2-34 PM
SURFACE TRANSPORTATION BOARD

December 2, 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 two (2) copies of a Memorandum of Assignment of Railcar Lease Schedules, dated as of November 30, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease previously filed with the Board under Recordation Number 24359.

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

Seller: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, New York 10036

Buyer: Midwest Railcar Corporation
4949 Autumn Oaks Drive, Suite B
Maryville, Illinois 62062

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

11 covered hopper cars within the series CEFX 15123 - CEFX 152304 as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Assignment of Railcar Lease Schedules.

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,

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE SCHEDULES
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE SCHEDULES (this "Memorandum") dated as of November 30, 2005 is between The CIT Group/Equipment Financing, Inc. (the "Seller") and Midwest Railcar Corporation (the "Buyer").

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

A. 1. The Seller has leased to International Chemical Company, as lessee ("ICC"), fifteen (15) covered hopper railcars equipped with gravity gates and trough hatches identified on Schedule A-1 attached hereto (the "ICC Railcars") under that certain Schedule No. 01 to Master Railcar Lease made as of March 23, 2005 by and between the Lessee and ICC, incorporating the terms of that certain Master Railcar Lease made as of March 23, 2005 (Schedule No. 01 and the Master Lease Agreement, as it relates only to the ICC Railcars, the "ICC Lease").

2. The Seller has leased to Meow Mix Decatur Productions 1 LLC, as lessee ("Meow Mix"), four (4) covered hopper railcars equipped with gravity gates and trough hatches identified on Schedule A-2 attached hereto (the "Meow Mix Railcars") under that certain Schedule No. 01 to Master Railcar Lease made as of December 6, 2002 by and between the Lessee and Meow Mix, as extended pursuant to an Extension to Lease Schedule No. 01, dated as of February 11, 2005 for the period January 1, 2005 through December 31, 2006, incorporating the terms of that certain Master Railcar Lease made as of December 6, 2002 (Schedule No. 01, as so extended, and the Master Lease Agreement, as it relates only to the Meow Mix Railcars, the "Meow Mix Lease").

3. The Seller has leased to Michigan Agricultural Commodities, Inc., as lessee ("Michigan Ag"), twenty-five (25) covered hopper railcars equipped with gravity gates and trough hatches identified on Schedule A-3 attached hereto (the "Michigan Ag Railcars") under that certain Schedule No. 02 made as of January 2, 2005, by and between Michigan Ag and the Seller, incorporating the terms of that certain Master Railcar Lease, made as of December 27, 2004 (Schedule No. 02 and the Master Lease Agreement, as it relates only to the Michigan Ag Railcars, the "Michigan Ag Lease").

4. The Seller has leased to Mississippi Lime Company, as lessee ("Mississippi Lime"), seventy-eight (78) covered hopper railcars equipped with gravity gates and trough hatches identified on Schedule A-4 attached hereto (the "Mississippi Lime Railcars") under that certain Schedule No. 01 made as of August 31, 1999, by and between Mississippi Lime and the Seller, as extended pursuant to an Extension to Lease Schedule No. 01, entered into as of September 20, 2005, incorporating the terms of that certain Master Railcar Lease, made as of August 13, 1999 (Schedule No. 01 and the Master Lease Agreement, as it relates only to the Mississippi Lime Railcars, the "Mississippi Lime Lease").

5. The Seller has leased to Potash Import and Chemical Corporation, as lessee ("Potash"), eleven (11) covered hopper railcars equipped with gravity gates and trough hatches identified on Schedule A-5 attached hereto (the "Potash Railcars") under that certain Schedule No. 01 made as of October 21, 2002, by and between Potash and the Seller, as extended pursuant to an Extension to Lease Schedule No. 01, entered into as of November 1, 2004 for the period November 1, 2005 through October 31, 2007, incorporating the terms of that certain Master Railcar Lease, made as of October 31, 2002 and as amended by an Amendment No. 1 to Extension to Lease Schedule, dated November 18, 2005 (Schedule No. 01, as so extended and amended and the Master Lease Agreement, as it relates only to the Potash Railcars, the "Potash Lease").

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6. The Seller has leased to Cargill Incorporated, as original lessee (the "Original Lessee"), under that certain Schedule No. 17 made as of April 11, 2002, by and between the Original Lessee and the Seller, as extended pursuant to an Extension to Lease Schedule No. 17, dated April 1, 2003 with respect to only sixty-three (63) covered hopper railcars equipped with gravity gates and trough hatches identified on Schedule A-6 attached hereto (the "Mosaic Railcars") and which was assigned by the Original Lessee to and assumed by The Mosaic Company ("Mosaic") pursuant to a Lease Transfer and Assumption Agreement entered into by the Seller, the Original Lessee and Mosaic dated as of October 21, 2004, as extended by an Extension to Lease Schedule No. 17 dated July 17, 2005 incorporating the terms of that certain Master Railcar Lease, made as of October 8, 1997, by and between the Original Lessee and the Seller (Schedule No. 17, as so extended, incorporating the Master Lease Agreement, as it relates only to the Mosaic Railcars, the "Mosaic Lease").

The ICC Lease, the Meow Mix Lease, the Michigan Ag Lease, the Mississippi Lime Lease, the Potash Lease and the Mosaic Lease are collectively referred to as the "Leases."

B. 1. Evidence of the ICC Lease in its original form was recorded with the Surface Transportation Board (the "STB") by filing a Memorandum of Railcar Lease Agreement by and between the original lessor and the original lessee dated March 23, 2005, with the STB on August 4, 2005, under Recordation No. 25756.

2. Evidence of the Meow Mix Lease in its original form was recorded with the STB by filing a Memorandum of Railcar Lease Agreement by and between the original lessor and the original lessee dated December 6, 2002, with the STB on March 12, 2003, under Recordation No. 24357.

3. Evidence of the Michigan Ag Lease in its original form was recorded with the STB by filing a Memorandum of Railcar Lease Agreement by and between the original lessor and the original lessee dated December 24, 2004, with the STB on August 4, 2005, under Recordation No. 25755-A.

4. Evidence of the Mississippi Lime Lease in its original form was recorded with the STB by filing a Memorandum of Railcar Lease Agreement by and between the original lessor and the original lessee dated August 13, 1999, with the STB on January 20, 2000, under Recordation No. 22726.

5. Evidence of the Potash Lease in its original form was recorded with the STB by filing a Memorandum of Railcar Lease Agreement by and between the original lessor and the original lessee dated October 31, 2002, with the STB on March 14, 2003, under Recordation No. 24359.

6. Evidence of the Mosaic Lease in its original form was recorded with the STB by filing a Memorandum of Railcar Lease Agreement by and between the original lessor and the original lessee dated October 21, 2004, with the STB on November 3, 2004, under Recordation No. 25274.

C. The Seller, as assignor, and the Buyer, as assignee, are parties to that certain Assignment and Assumption Agreement, dated as of even date herewith, pursuant to which the Seller has assigned to the Buyer all of the Seller's rights, title and interest in, and all obligations under the Leases, except to the extent constituting Excluded Rights and Obligations (as defined in the Assignment and Assumption Agreement). The terms of the assignment are more particularly set forth in the above-referenced Assignment and Assumption Agreement.

D. 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.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: _____
M. Roy Gosse
Vice President

MIDWEST RAILCAR CORPORATION

By: _____
Richard M. Folio
Executive Vice President

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this, the 30th day November, 2005, before me, a Notary Public in and for said County and State, personally appeared M. Roy Gosse, a Vice President of The CIT Group/Equipment Financing, Inc., who acknowledged himself to be a dulyauthorized officer of The CIT Group/Equipment Financing, Inc., and that, as such officer, being authorized to do so, 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.

Barbara Garner

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

NEWYORK/#156271.2

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

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By:_____
M. Roy Gosse
Vice President

MIDWEST RAILCAR CORPORATION

By:_____
Richard M. Folio
Executive Vice President

STATE OF MARYLAND)
) ss.:
CITY OF BALTIMORE)

On this, the 28th day of November, 2005, before me, a Notary Public in and for said County and State, personally appeared Richard M. Folio, Executive Vice President of Midwest Railcar Corporation, who acknowledged himself to be a duly authorized officer of Midwest Railcar Corporation, and that, as such officer, being authorized to do so, 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.

Deborah J. Hooper
Name:
Notary Public

[Notarial Seal]

DEBORAH J. HOOPER
NOTARY PUBLIC
ANNE ARUNDEL COUNTY, MD
My Commission Expires
July 01, 2006

SCHEDULE A-1

INTERNATIONAL CHEMICAL COMPANY

Reporting Marks

1. CEFX 151254
2. CEFX 151257
3. CEFX 151258
4. CEFX 151279
5. CEFX 151281
6. CEFX 151289
7. CEFX 151291
8. CEFX 151301
9. CEFX 151305
10. CEFX 151307
11. CEFX 151315
12. CEFX 151340
13. CEFX 151371
14. CEFX 151385
15. CEFX 151391

SCHEDULE A-2

MEOW MIX DECATUR PRODUCTIONS 1 LLC

Reporting Marks

1.	CEFX	151992
2.	CEFX	152010
3.	CEFX	152026
4.	CEFX	152030

SCHEDULE A-3

MICHIGAN AGRICULTURAL COMMODITIES, INC.

Reporting Marks

1. CEFX 151820
2. CEFX 151856
3. CEFX 151872
4. CEFX 151899
5. CEFX 151982
6. GRPX 944022
7. GRPX 944050
8. GRPX 944172
9. GRPX 944223
10. GRPX 944226
11. GRPX 944279
12. GRPX 944297
13. GRPX 944336
14. GRPX 944351
15. GRPX 944363
16. GRPX 944372
17. GRPX 944404
18. GRPX 944420
19. GRPX 944423
20. GRPX 944434
21. GRPX 944456
22. GRPX 944460
23. GRPX 944474
24. GRPX 944536
25. GRPX 944557

SCHEDULE A-4

MISSISSIPPI LIME COMPANY

Reporting Marks

1.	GRPX	944003
2.	GRPX	944015
3.	GRPX	944017
4.	GRPX	944024
5.	GRPX	944029
6.	GRPX	944033
7.	GRPX	944041
8.	GRPX	944042
9.	GRPX	944047
10.	GRPX	944048
11.	GRPX	944051
12.	GRPX	944053
13.	GRPX	944056
14.	GRPX	944058
15.	GRPX	944061
16.	GRPX	944075
17.	GRPX	944081
18.	GRPX	944090
19.	GRPX	944100
20.	GRPX	944112
21.	GRPX	944116
22.	GRPX	944120
23.	GRPX	944121
24.	GRPX	944124
25.	GRPX	944126
26.	GRPX	944132
27.	GRPX	944144
28.	GRPX	944153
29.	GRPX	944154
30.	GRPX	944157
31.	GRPX	944161
32.	GRPX	944168
33.	GRPX	944170
34.	GRPX	944190
35.	GRPX	944210
36.	GRPX	944212
37.	GRPX	944231
38.	GRPX	944232
39.	GRPX	944239
40.	GRPX	944244

41.	GRPX	944255
42.	GRPX	944260
43.	GRPX	944272
44.	GRPX	944300
45.	GRPX	944307
46.	GRPX	944309
47.	GRPX	944321
48.	GRPX	944322
49.	GRPX	944324
50.	GRPX	944335
51.	GRPX	944340
52.	GRPX	944358
53.	GRPX	944365
54.	GRPX	944368
55.	GRPX	944373
56.	GRPX	944387
57.	GRPX	944397
58.	GRPX	944402
59.	GRPX	944429
60.	GRPX	944437
61.	GRPX	944439
62.	GRPX	944444
63.	GRPX	944449
64.	GRPX	944461
65.	GRPX	944467
66.	GRPX	944482
67.	GRPX	944488
68.	GRPX	944494
69.	GRPX	944503
70.	GRPX	944510
71.	GRPX	944511
72.	GRPX	944514
73.	GRPX	944515
74.	GRPX	944543
75.	GRPX	944546
76.	GRPX	944547
77.	GRPX	944567

SCHEDULE A-5

POTASH IMPORT & CHEMICAL CORPORATION

Reporting Marks

1.	CEFX	15123
2.	CEFX	15351
3.	CEFX	15367
4.	CEFX	15398
5.	CEFX	151277
6.	CEFX	151886
7.	CEFX	151922
8.	CEFX	152014
9.	CEFX	152022
10.	CEFX	152023
11.	CEFX	152304

SCHEDULE A-6

THE MOSAIC COMPANY

Reporting Marks

1.	CEFX	15041
2.	CEFX	15139
3.	CEFX	15324
4.	CEFX	15432
5.	CEFX	15685
6.	CEFX	151878
7.	CEFX	151889
8.	CEFX	151900
9.	CEFX	151909
10.	CEFX	151917
11.	CEFX	151920
12.	CEFX	151959
13.	CEFX	151960
14.	CEFX	151961
15.	CEFX	151971
16.	CEFX	151972
17.	CEFX	151973
18.	CEFX	151974
19.	CEFX	151991
20.	CEFX	151996
21.	GRPX	944009
22.	GRPX	944025
23.	GRPX	944026
24.	GRPX	944035
25.	GRPX	944069
26.	GRPX	944073
27.	GRPX	944074
28.	GRPX	944076
29.	GRPX	944104
30.	GRPX	944109
31.	GRPX	944117
32.	GRPX	944125
33.	GRPX	944130
34.	GRPX	944147
35.	GRPX	944156
36.	GRPX	944158
37.	GRPX	944162
38.	GRPX	944164
39.	GRPX	944197
40.	GRPX	944198
41.	GRPX	944201

42.	GRPX	944258
43.	GRPX	944259
44.	GRPX	944267
45.	GRPX	944268
46.	GRPX	944287
47.	GRPX	944312
48.	GRPX	944331
49.	GRPX	944347
50.	GRPX	944359
51.	GRPX	944361
52.	GRPX	944371
53.	GRPX	944377
54.	GRPX	944385
55.	GRPX	944400
56.	GRPX	944401
57.	GRPX	944430
58.	GRPX	944462
59.	GRPX	944489
60.	GRPX	944495
61.	GRPX	944507
62.	GRPX	944509
63.	GRPX	944520

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: 12/2/05

Robert W. Alvord