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RECORDATION NO. 20483-B FILED

JAN 10 '06 3-05 PM

SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

January 10, 2006

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

Dear Secretary Williams:

I have enclosed the original and one certified copy 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 22, 2005. The primary document to which this is connected is recorded under Recordation No. 20483. We request that one copy of this document be recorded under Recordation No. 20483-B.

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

Assignor:

Deere Credit, Inc.
6400 NW 86th Street
Johnston, IA 50131

Assignee:

General Electric Capital Corporation
4 North Park Drive, Suite 500
Hunt Valley, MD 21030

A description of the equipment covered by the Memorandum of Assignment and Assumption Agreement consists of 35 hopper cars numbered CYMX 1-35, inclusive.

BALL JANIK LLP

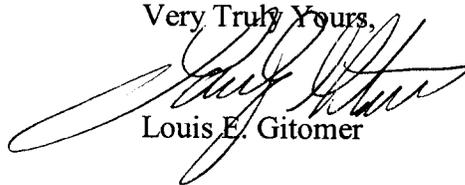
Honorable Vernon A. Williams
January 10, 2006
Page 2

A fee of \$33.00 is enclosed. Please return the 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 documents to appear in the index follows: a Memorandum of Assignment and Assumption Agreement between Deere Credit, Inc., 6400 NW 86th Street, Johnston, IA 50131, and General Electric Capital Corporation, 4 North Park Drive, Suite 500, Hunt Valley, MD 21030, covering 35 hopper cars numbered CYMX 1-35, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

JAN 10 2006 3-05 PM

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT
SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement is dated as of December 22, 2005 by and between DEERE CREDIT, INC., formerly known as Senstar Finance Company ("DEERE"), as assignor, and GENERAL ELECTRIC CAPITAL CORPORATION ("GE"), as assignee.

WITNESSETH:

1. Senstar Finance Company ("Senstar"), as lessor, entered into an Equipment Lease Agreement dated as of December 31, 1996 (the "Lease") with Cyprus Cumberland Resources Corporation ("Cyprus"), as lessee, which was recorded at the Surface Transportation Board (the "Board") on January 14, 1997 under Recordation Number 20483.

2. Senstar, as lessor, entered into a Lease Supplement dated as of December 31, 1996 (the "Supplement") with Cyprus, as lessee, to lease 35 hopper cars numbered CYMX 1-35, inclusive (the "Equipment") to Cyprus, which was recorded at the Board on January 14, 1997 under Recordation Number 20483-A.

3. Pursuant to an Assignment and Assumption Agreement dated as of December 31, 1999, Rag Cumberland Resources Corporation, formerly known as Cyprus, as assignor, assigned to Cumberland Coal Resources, LP, formerly known as Rag Cumberland Resources, LP ("Cumberland"), as assignee, all of its rights and obligations under the Lease and the Supplement, and Cumberland accepted all of Cyprus's rights and obligations under the Lease and the Supplement.

4. DEERE and GE hereby acknowledge and confirm that: (a) on December 16, 2005, DEERE sold, transferred and assigned to GE all of DEERE's right, title and interest in and to the Lease, the Supplement and the Equipment, and (b) as of the date of such assignment GE is the sole owner of the Equipment and DEERE has no ownership interest whatsoever in the Equipment.

5. 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 have caused this Memorandum of Assignment and Assumption Agreement to be executed by its duly authorized officer as of the date first written above.

DEERE CREDIT, INC.

as Assignor

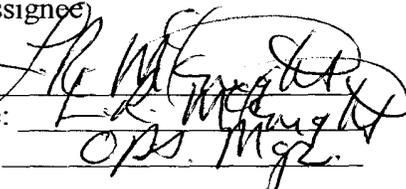
By:  _____

Name: Keith Tucker

Title: Mgr-LCAG

GENERAL ELECTRIC CAPITAL CORPORATION

as Assignee

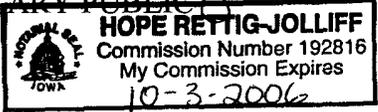
By:  _____

Name: _____

Title: Ops. Mgr.

STATE OF Iowa)
) ss
COUNTY OF Polk)

On this 22 day of December, 2005, before me personally appeared
Keith Tucker, to me personally known, who being by me duly sworn, says
that he is the Manager - UAC, of Deere Credit, Inc. that the foregoing instrument
was signed on behalf of said limited liability corporation, and he acknowledged that the
execution of the said instrument was his free act and deed.

Hope Rettig-Jolliff
NOTARY PUBLIC


My commission expires:

STATE OF MARYLAND)
) ss
COUNTY OF BALTIMORE)

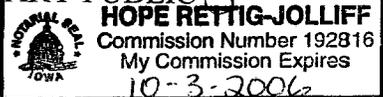
On this ____ day of December 2005, before me personally appeared
_____, to me personally known, who being by me duly sworn, says
that he is the _____, of General electric Capital Corporation that the
foregoing instrument was signed on behalf of said corporation, and he acknowledged that
the execution of the said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires:

STATE OF Iowa)
) ss
COUNTY OF Polk)

On this 22 day of December, 2005, before me personally appeared Keith Tucker, to me personally known, who being by me duly sworn, says that he is the Manager - UAC, of Deere Credit, Inc. that the foregoing instrument was signed on behalf of said limited liability corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Hope Rettig-Jolliff
NOTARY PUBLIC


My commission expires:

STATE OF MARYLAND)
) ss
COUNTY OF BALTIMORE)

On this 29th day of December 2005, before me personally appeared Lance McKnight, to me personally known, who being by me duly sworn, says that he is the Ops manager, of General electric Capital Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

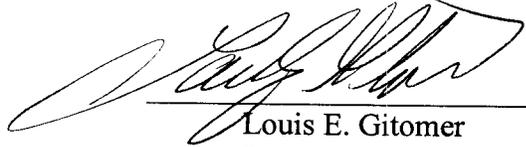
Barbara Roginski
NOTARY PUBLIC

My commission expires:



CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Assignment and Assumption Agreement, dated as of December 22, 2005, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over a horizontal line. The signature is fluid and cursive.

Louis E. Gitomer
January 10, 2006