

RECORDATION NO. 18509-Q FILED

DEC 22 '06

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SURFACE TRANSPORTATION BOARD

OF COUNSEL  
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December 22, 2006

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 and Assumption Agreement, dated as of December 22, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment and Assumption Agreement previously filed with the Board under Recordation Number 18509-I.

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

Assignor: Sonoma Trust III  
by Wilmington Trust Company, not in its individual  
capacity but solely as Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, DE 19801-0001

Assignee: The CIT Group/Equipment Financing, Inc.  
1211 Avenue of the Americas, 20th Floor  
New York, NY 10036

Mr. Vernon A. Williams  
December 22, 2006  
Page 2

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

35 railcars: DMIX 300025 – DMIX 300045; DMIX 300047 – DMIX 300049  
and within the series DMIX 300057 – DMIX 300074.

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

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$34.00 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/sem  
Enclosures

DEC 22 '08 -1 0 0 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This Memorandum of Assignment and Assumption Agreement ("Memorandum") made and entered into as of December 22, 2006 by and between Sonoma Trust III, as assignor ("Assignor"), and The CIT Group/Equipment Financing, Inc., as assignee ("Assignee").

WITNESSETH:

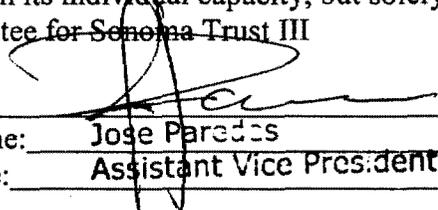
1. Assignor and Assignee have entered into an Assignment and Assumption Agreement dated as of the date hereof (the "Agreement"), pursuant to which Assignor agreed to sell and assign, and Assignee agreed to purchase from Assignor, Assignor's rights, liabilities, obligations, title and interest in and 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 (a) Lease Schedule No. 804 dated as of May 19, 1994 of ADM Corn Processors (the "Lessee") and (b) Lease Schedule No. 805 dated as of May 31, 1994 of the Lessee (collectively, the "Lease Schedules"). A description of the lease relating to the railroad equipment and the Lease Schedules is set forth in Exhibit A hereto (the "Lease"). The railroad equipment is described in Exhibit B hereto (the "Equipment").

3. The parties hereto wish to show for public record, through this Memorandum, the existence of the Agreement 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.

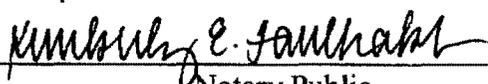
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment and Assumption Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above.

SONOMA TRUST III  
By: WILMINGTON TRUST COMPANY,  
not in its individual capacity, but solely as  
Trustee for Sonoma Trust III

By:   
Name: Jose Paredes  
Title: Assistant Vice President

STATE OF DELAWARE            )  
  ) ss:  
COUNTY OF NEW CASTLE    )

The foregoing Memorandum of Assignment and Assumption Agreement was acknowledged before me, the undersigned Notary Public this 19 day of December, 2006 by Jose Paredes, as A.V.P. of Wilmington Trust Company, not in its individual capacity, but solely as Trustee for of Sonoma Trust III, on behalf of the corporation.

  
\_\_\_\_\_  
Notary Public

My commission expires: KIMBERLY ELIZABETH FAULHABER  
Notary Public - State of Delaware  
My Comm. Expires April 9, 2007



EXHIBIT A

to

MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT

LEASE

Master Equipment Lease Agreement No. 7715030 dated as of November 30, 1993 between  
EntreCap Financial LLC (successor by conversion to EntreCap Financial Corporation, f/k/a  
Pitney Bowes Credit Corporation), and ADM Corn Processors (f/k/a Minnesota Corn Processors)

Lease Schedule No. 804 dated as of May 19, 1994

Lease Schedule No. 805 dated as of May 31, 1994

EXHIBIT B  
to

MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT

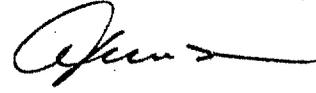
EQUIPMENT

Quantity	Description	Original Car Mark and Number	Current Car Mark and Number
24	100 Ton Roller Bearing 30,000 gallon NC/NI Tank Cars manufactured by ACF Industries	AMIX 300025 through 300045, inclusive, AMIX 300047, 300048 and 300049	DMIX 300025 through 300045, inclusive, DMIX 300047, 300048 and 300049
11	30,143 gallon 119-3/8 ID, NC/NI DOT111A100W1 Tank Cars manufactured by Trinity Industries, Inc.	AMIX 300057, AMIX 300062, AMIX 300063, AMIX 300066 AMIX 300067, AMIX 300068, AMIX 300069, AMIX 300070, AMIX 300072, AMIX 300073, AMIX 300074	DMIX 300057, DMIX 300062, DMIX 300063, DMIX 300066 DMIX 300067, DMIX 300068, DMIX 300069, DMIX 300070, DMIX 300072, DMIX 300073, DMIX 300074

**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: 12/22/06



\_\_\_\_\_  
Robert W. Alvord