

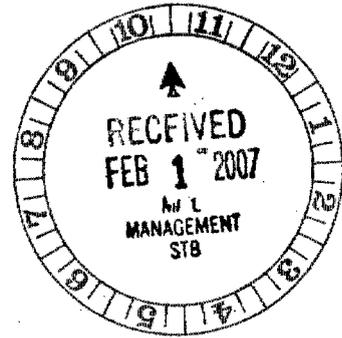
RAIL LOGISTICS, LC

January 31, 2007

RECORDATION NO. 26787-A FILED

FEB 01 '07 -4 43 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon Williams
Recordation's Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Please find enclosed one (2) original **Bills of Sale** (primary document) dated December 31, 2006 between the following parties.

Buyer: CMF Leasing, Inc.
Seller: Rail Logistics, LC

Please see Schedule 1 for the equipment listing, (30) Open Top Hoppers involved in this transaction.

Also enclosed for your information and filing are (2) sets of: **Memorandum of Assignment of Lease and Memorandum of Railcar Equipment Lease.**

This filing is to appear in the index as follows:

Bill of Sale dated as of December 31, 2006 related to (30) railcars bearing reporting marks: (See Schedule 1 to Bill of Sale).

The filing fee for this document in the amount of \$34.00 is enclosed. **Please return all stamped originals to my attention.**

Should you have any questions or need further information, please do not hesitate to contact me at 913-491-0050.

Sincerely,

Nanci Norman
Document Coordinator

cc: Chris Mnichowski, CFO

ENCS

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MEMORANDUM OF ASSIGNMENT OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of this 1st day of January, 2007, is made by RAIL LOGISTICS, LC, a Kansas limited liability company, with an address at 6600 College Blvd., Suite 310, Overland Park, KS 66211 (the "Transferor"), and CMF LEASING, INC., a Kansas corporation, with an address at 9051 W. 194th Terrace., Bucyrus, KS 66013 (the "Transferee" and, together with the Transferor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor, as assignor, and Transferee, as assignee, previously entered into the Assignment of Lease dated as of January 1, 2007 (the "Assignment of Lease"), pursuant to which Transferor assigned to Transferee all rents, issues and profits from Transferor's leasehold interests in that certain Master Car Leasing Agreement and Service Contract #1231F dated November 22, 2005 between Transferor, as lessor, and Griffin Pipe Products Company, Inc. ("Griffin"), as lessee, (the "Railcar Lease") and Rider #03 thereto dated January 2, 2007 ("Rider 3" hereinafter collectively referred to as the "Lease") relating to the lease of the thirty (30) open top hopper railcars identified on Schedule 1 attached hereto (the "Equipment").

WHEREAS, the Parties wish to acknowledge for the public record the existence of the aforesaid assignment, and the respective interests therein of the Parties.

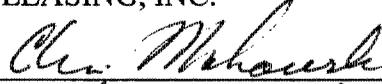
NOW, THEREFORE, to accomplish the foregoing, the Parties are filing this Memorandum of Assignment of Lease with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a).

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

RAIL LOGISTICS, LC

By: 
Name: MICHAEL WERNER
Title: MANAGING MEMBER

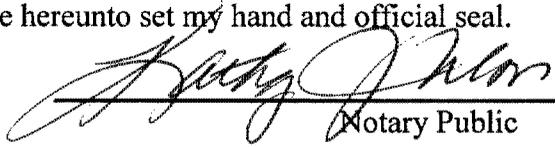
CMF LEASING, INC.

By: 
Name: CHRIS MICHOWSKI
Title: RESIDENT

STATE OF KANSAS)
)SS
COUNTY OF JOHNSON)

On this ____ day of January, 2007, before me personally appears MICHAEL LERNER, to me personally known, who by me duly sworn, says that he/she is the managing member of RAIL LOGISTICS, LC (the "Company"), that the foregoing instrument was signed by him on behalf of the said Company, and he/she acknowledged that the execution of the foregoing instrument was the duly authorized, free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public

[SEAL]

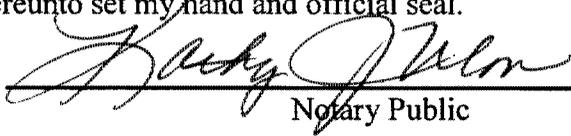
My Commission expires:

KATHY J. ULM
Notary Public - State of Kansas
My Appt. Expires 9-11-11

STATE OF KANSAS)
)SS
COUNTY OF JOHNSON)

On this _____ day of January, 2007 before me personally appears CHRIS MNICHOWSKI, to me personally known, who by me duly sworn, says that he is the President of CMF LEASING, INC. (the "Company"), that the foregoing instrument was signed by him on behalf of the said Company, and he acknowledged that the execution of the foregoing instrument was the duly authorized, free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public

[SEAL]

My Commission expires:

KATHY J. ULM
Notary Public - State of Kansas
My Appt. Expires 9-11-11

**SCHEDULE 1
TO THE MEMORANDUM OF ASSIGNMENT OF LEASE**

EQUIPMENT

Thirty (30) open top hopper railcars bearing the following road marks and numbers:

CAR DESCRIPTION	CAR INIT	CAR NUMBER
Open Top Hopper	RRLX	007040
	RRLX	007045
	RRLX	007050
	RRLX	007052
	RRLX	007055
	RRLX	007060
	RRLX	007062
	RRLX	007063
	RRLX	007065
	RRLX	007069
	RRLX	007070
	RRLX	007072
	RRLX	007077
	RRLX	007080
	RRLX	007083
	RRLX	007086
	RRLX	007089
	RRLX	007092
	RRLX	007095
	RRLX	007096
	RRLX	007098
	RRLX	007101
	RRLX	007102
	RRLX	007103
	RRLX	007105
	RRLX	007107
	RRLX	007109
	RRLX	007110
	RRLX	007112
	RRLX	007114