

# RAIL LOGISTICS, LC

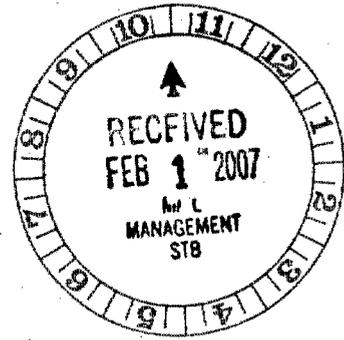
January 31, 2007

RECORDATION NO. 26787-B FILED

FEB 01 '07

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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 RAILCAR EQUIPMENT LEASE****SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF RAILCAR EQUIPMENT 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, Kansas 66211 (the "Lessee"), and CMF LEASING, INC., a Kansas corporation, with an address at 9051 W. 194<sup>th</sup> Ter., Bucyrus, Kansas 66013 (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee previously entered into that certain Railcar Equipment Lease dated as of January 1, 2007 (the "Railcar Lease");

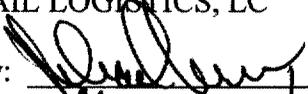
WHEREAS, the Lessor and Lessee entered into Rider 1 dated as of the date hereof to the Railcar Lease ("Rider 1"; the Railcar Lease and Rider 1 are hereinafter collectively referred to as the "Lease") covering the equipment listed on Schedule 1 hereto (the "Equipment");

WHEREAS, the Parties wish to acknowledge for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

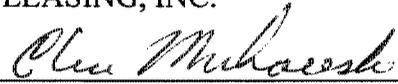
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

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

RAIL LOGISTICS, LC

By: Name: MICHAEL LINDERTitle: MANAGING MEMBER

CMF LEASING, INC.

By: Name: CHRIS MURCHOWSKITitle: PRESIDENT

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 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:



STATE OF KANSAS )  
 ) SS:  
COUNTY OF JOHNSON )

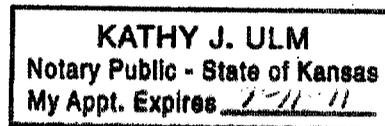
On this \_\_\_\_ day of January, 2007 before me personally appears CHRIS MNICHOWSKI, to me personally known, who by me duly sworn, says that he is the President of CMF LEASING, INC. (the "Company"), that the foregoing instrument was signed by him on behalf of the said Company, and he acknowledged that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



**SCHEDULE 1  
TO THE MEMORANDUM OF RAILCAR EQUIPMENT LEASE  
DATED AS OF JANUARY 1, 2007**

**EQUIPMENT**

30 covered hopper railcars bearing the following marks and numbers:

<b>CAR DESCRIPTION</b>	<b>CAR INIT</b>	<b>CAR NUMBER</b>
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