

RECORDATION NO. 23051-B FILED

MAR 19 '07 -8 15 AM

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

March 16, 2007

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 Lease Schedule, dated as of March 16, 2007, 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 23051-A.

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

Assignor: The CIT Group/Equipment Financing, Inc.
505 Fifth Avenue
New York, New York 10017

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

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

69 covered hopper railcars within the series CEFX 15328 – CEFX 152808 as more particularly set forth in the equipment schedule attached to the document, and GRPX 944553.

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

Memorandum of Assignment of Lease Schedule.

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

RECORDATION NO.

23051-B
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MAR 19 '07

-8 15 AM [CL-69]

MEMORANDUM OF ASSIGNMENT OF LEASE SCHEDULE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF LEASE SCHEDULE, dated as of this 16th day of March, 2007, is made by **THE CIT GROUP/EQUIPMENT FINANCING, INC.**, a Delaware corporation, with an address at 30 South Wacker Drive, Suite 3000, Chicago, IL 60606 (the "**Transferor**"), and **MIDWEST RAILCAR CORPORATION**, an Illinois corporation, with an address at 4949 Autumn Oaks Drive, Suite B, Maryville, IL 62062 (the "**Transferee**" and, together with the Transferor, the "**Parties**").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor and Transferee entered into that certain Master Purchase and Sale Agreement (the "**Purchase Agreement**"), dated as of February 28, 2007, relating to the sale by Transferor to Transferee of sixty-nine (69) 4,650-4,750 c.f., covered hopper railcars with gravity gates and trough hatches identified on Schedule A hereto (the "**Equipment**") and the assignment by Transferor and assumption by Transferee of Transferor's right, title and interest in, and obligations under, Schedule No. 02 to the Master Railcar Lease, dated as of May 7, 2002 ("Schedule No. 02"), by and between Chemical Lime Company of Arizona ("Chemical Lime"), as lessee, and Transferor, as lessor, incorporating the terms of that certain Master Railcar Lease, made as of May 25, 2000, by and between Chemical Lime and Transferor ("**Master Lease**") (Schedule No. 02, incorporating the Master Lease, as it relates only to the Equipment, the "**Lease**");

WHEREAS, the Equipment is subject to the Lease;

WHEREAS, a Memorandum of Railcar Lease with respect to the Lease is being filed with the Surface Transportation Board on August 17, 2000 and assigned recordation number 23051; and

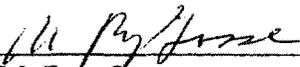
WHEREAS, a Memorandum of Railcar Lease with respect to Schedule No. 02 was filed with the Surface Transportation Board on June 17, 2002 and assigned recordation number 23051-A; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in, and obligations under, the Lease to Transferee, 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 Transferor hereby confirms the sale of the Equipment to Transferee and the assignment to Transferee of Transferor's right, title and interest in, and obligations under, the Lease in accordance with the terms and conditions of the Purchase Agreement, and the Transferee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

**THE CIT GROUP/EQUIPMENT
FINANCING, INC.**

By: 
Name: M. Roy Gosse
Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

MIDWEST RAILCAR CORPORATION

By: _____
Name: Richard M. Folio
Title: Executive Vice President

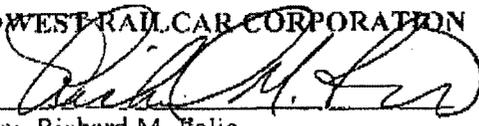
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

**THE CIT GROUP/EQUIPMENT
FINANCING, INC.**

By: _____
Name: M. Roy Gosse
Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

MIDWEST RAILCAR CORPORATION

By: 
Name: Richard M. Polio
Title: Executive Vice President

SCHEDULE A**DESCRIPTION OF RAILCARS**

<u>Quantity</u>	<u>Equipment Description</u>	<u>Car Marks and Numbers</u>
69	4,650-4,750 c.f. covered hopper car with gravity gates and trough hatches	
1.	CEFX	15328
2.	CEFX	15773
3.	CEFX	16405
4.	CEFX	16407
5.	CEFX	16409
6.	CEFX	16416
7.	CEFX	16434
8.	CEFX	16437
9.	CEFX	16438
10.	CEFX	16440
11.	CEFX	16446
12.	CEFX	16447
13.	CEFX	16448
14.	CEFX	16449
15.	CEFX	16456
16.	CEFX	16457
17.	CEFX	16461
18.	CEFX	16467
19.	CEFX	16472
20.	CEFX	16477
21.	CEFX	16482
22.	CEFX	16483
23.	CEFX	16492
24.	CEFX	16496
25.	CEFX	16500
26.	CEFX	16508
27.	CEFX	16509
28.	CEFX	16510
29.	CEFX	16511
30.	CEFX	16513
31.	CEFX	16517
32.	CEFX	16522
33.	CEFX	16524
34.	CEFX	16525
35.	CEFX	16527
36.	CEFX	16530
37.	CEFX	16539
38.	CEFX	16542
39.	CEFX	16544
40.	CEFX	16547
41.	CEFX	17105
42.	CEFX	17517
43.	CEFX	151560
44.	CEFX	151656
45.	CEFX	151665
46.	CEFX	152443
47.	CEFX	152743
48.	CEFX	152744
49.	CEFX	152754
50.	CEFX	152755
51.	CEFX	152762
52.	CEFX	152771
53.	CEFX	152772
54.	CEFX	152774
55.	CEFX	152777
56.	CEFX	152778
57.	CEFX	152779
58.	CEFX	152789
59.	CEFX	152790
60.	CEFX	152794
61.	CEFX	152795
62.	CEFX	152797
63.	CEFX	152798
64.	CEFX	152800
65.	CEFX	152801
66.	CEFX	152802
67.	CEFX	152806
68.	GRPX	152808
69.	GRPX	944553

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:

3/19/07



Robert W. Alvord