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May 11, 2007

Recordation No. 26959 - A

RECORDATION NO. 26959 - A FILED

MAY 11 '07 - 11 50 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

On behalf of Chicago Freight Car Leasing Co. I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Assignment Agreement ("Assignment") dated November 8, 2005.

The parties to the enclosed Assignment are:

Chicago Freight Car Leasing Co. -- Assignor
Suite 7000
One O'Hare Center
6250 North River Road
Rosemont, IL 60018

CFCL-Touax LLC -- Assignee
Suite 7000
One O'Hare Center
6250 North River Road
Rosemont, IL 60018

The said Assignment, among other things, acts to assign all of Assignor's right, title and interest in the lease covered by the Memorandum of Lease recorded under Recordation No. 26959 and should be recorded under this Recordation No. under the next available letter, which letter we believe to be "-A".

The equipment covered by the instant Assignment is the equipment covered in the aforesaid Memorandum of Lease, namely the thirty-seven covered hopper cars identified under CRDX 15215-15251.

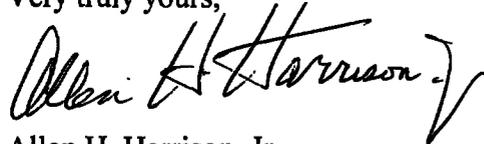
A short summary of the Assignment to appear in the Surface Transportation Board Index is as follows:

“Assignment of lease covered by Memorandum of Lease recorded under Recordation No. 26959.”

Enclosed is a check in the amount of thirty-four (\$34.00) dollars in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.
Attorney for Chicago
Freight Car Leasing Co.,
for the purpose of this filing.

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

Enclosures

BY HAND

MAY 11 '07 -11 50 AM

MEMORANDUM OF ASSIGNMENT AGREEMENT SURFACE TRANSPORTATION BOARD

CHICAGO FREIGHT CAR LEASING CO., a corporation of Delaware ("Assignor"), having an office at Suite 7000, 6250 North River Road, Rosemont, IL 60018, is a party to that certain (unfiled) Assignment Agreement ("Assignment") dated November 8, 2005 with CFCL-TOUAX LLC, a Delaware limited liability company ("Assignee"), having an office at Suite 7000, 6250 North River Road, Rosemont, IL 60018, covering the assignment by Assignor to Assignee of all of Assignor's right, title and interest as lessor under that certain lease made and entered into November 8, 2005 between Assignor and Midwest Grain Processors LLC, ONLY AS TO those certain thirty-seven (37) covered hopper cars listed in Exhibit A hereto, Assignee assuming all duties, obligations and benefits as successor lessor under the said lease ONLY AS TO the aforesaid railcar.

IN WITNESS WHEREOF, the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the date first written.

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

Executed on MAY 9, 2007.

CHICAGO FREIGHT CAR LEASING CO.

By: Fred R. Sasser
Signature

Name: FRED R. SASSER
Print

Title: PRESIDENT

EXHIBIT A

CRDX 15215 - 15251

MIDWEST