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September 21, 2007

RECORDATION NO.

25190-T
FILED

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

SEP 21 '07 -11 52 AM

SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment of Railcar Lease, a secondary document, dated as of July 2, 2007. The primary document to which this is connected is recorded under Recordation No. 25190. We request that the copy of this document be recorded under Recordation No. 25190-T.

The names and addresses of the parties to the Memorandum of Assignment of Railcar Lease are:

Assignor:

The CIT Group/Equipment Financing, Inc.
30 S. Wacker Drive
Chicago, IL 60606

Assignee:

GATX Corporation
Four Embarcadero Center
Suite 2200
San Francisco, CA 94111

A description of the equipment covered by the Memorandum of Assignment of Railcar Lease consists of 99 covered hopper cars numbered CHTT 200200-200271, inclusive, and 200273-200299, inclusive.

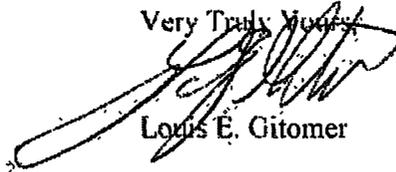
Honorable Vernon A. Williams
September 21, 2007
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A fee of \$35.00 is enclosed. Please return one copy to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Assignment of Railcar Lease between The CIT Group/Equipment Financing, Inc., 30 S. Wacker Drive, Chicago, IL 60606, and GATX Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, covering 99 covered hopper cars numbered CHTT 200200-200271, inclusive, and 200273-200299, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name below.

Louis E. Gitomer

Enclosure

RECORDATION NO. 25190-T FILED

SEP 21 07 -11 52 AM

[UP]

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE, dated as of this 2nd day of July, 2007, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 S. Wacker Drive, Chicago, IL 60606 ("Transferor"), and GATX CORPORATION, a New York corporation, with an address at 4 Embarcadero Center, Suite 2200, San Francisco, CA 94111 ("Transferee" and, together with Transferor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor and Transferee entered into that certain Purchase and Sale Agreement (the "Purchase Agreement"), dated as of July 2, 2007, relating to the sale by Transferor to Transferee of 99 covered hopper railcars identified on Exhibit A hereto (the "Equipment") and the assignment by Transferor and assumption by Transferee of Transferor's right, title and interest in, and obligations under, Lease Schedule No. 08 (the "Schedule"), made as of November 11, 2005, to the Master Net Railcar Lease, dated as of July 9, 2004 ("Master Lease"), which were entered into between Transferor, as lessor, and Union Pacific Railroad Company ("UPRR"), as lessee. The Schedule, as it adopts the terms and provisions of the Master Lease, is referred to as the "Lease" herein.

WHEREAS, the Equipment is subject to the Lease;

WHEREAS, a Memorandum of Railcar Lease with respect to the Master Lease was filed with the Surface Transportation Board on September 15, 2004, and assigned recordation number 25190;

WHEREAS, a Memorandum of Railcar Lease with respect to Schedule No. 08 was filed with the Surface Transportation Board on March 17, 2006, at 3:48 PM, and assigned recordation number 25190-G; 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 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 Transferee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

[Memorandum of Assignment of Railcar Lease]

I certify that I hold the title set forth below, that this instrument was signed on behalf of 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 Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Nancy A. Nardella
Name: Nancy A. Nardella
Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of 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 Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

GATX CORPORATION

By: _____
Name: Linda Hexem
Title: Vice President

[Memorandum of Assignment of Railcar Lease]

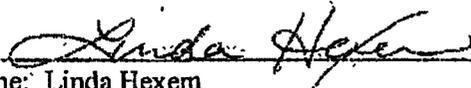
I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferor. I further declare under penalty of perjury that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

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: _____
Name: Nancy A. Nardella
Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of 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 Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

GATX CORPORATION

By:  _____
Name: Linda Hexem
Title: Vice President

**EXHIBIT A
TO THE MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE
DATED AS OF JULY 2, 2007**

EQUIPMENT

Ninety-nine (99) 3,250 c.f. covered hopper railcars equipped with gravity gates and round hatches, built by ARI in 2003, and bearing the following car marks and road numbers:

1.	CHTT	200200
2.	CHTT	200201
3.	CHTT	200202
4.	CHTT	200203
5.	CHTT	200204
6.	CHTT	200205
7.	CHTT	200206
8.	CHTT	200207
9.	CHTT	200208
10.	CHTT	200209
11.	CHTT	200210
12.	CHTT	200211
13.	CHTT	200212
14.	CHTT	200213
15.	CHTT	200214
16.	CHTT	200215
17.	CHTT	200216
18.	CHTT	200217
19.	CHTT	200218
20.	CHTT	200219
21.	CHTT	200220
22.	CHTT	200221
23.	CHTT	200222
24.	CHTT	200223
25.	CHTT	200224
26.	CHTT	200225
27.	CHTT	200226
28.	CHTT	200227
29.	CHTT	200228
30.	CHTT	200229
31.	CHTT	200230
32.	CHTT	200231
33.	CHTT	200232
34.	CHTT	200233
35.	CHTT	200234
36.	CHTT	200235
37.	CHTT	200236
38.	CHTT	200237
39.	CHTT	200238
40.	CHTT	200239

[Memorandum of Assignment of Railcar Lease]

41.	CHTT	200240
42.	CHTT	200241
43.	CHTT	200242
44.	CHTT	200243
45.	CHTT	200244
46.	CHTT	200245
47.	CHTT	200246
48.	CHTT	200247
49.	CHTT	200248
50.	CHTT	200249
51.	CHTT	200250
52.	CHTT	200251
53.	CHTT	200252
54.	CHTT	200253
55.	CHTT	200254
56.	CHTT	200255
57.	CHTT	200256
58.	CHTT	200257
59.	CHTT	200258
60.	CHTT	200259
61.	CHTT	200260
62.	CHTT	200261
63.	CHTT	200262
64.	CHTT	200263
65.	CHTT	200264
66.	CHTT	200265
67.	CHTT	200266
68.	CHTT	200267
69.	CHTT	200268
70.	CHTT	200269
71.	CHTT	200270
72.	CHTT	200271
73.	CHTT	200273
74.	CHTT	200274
75.	CHTT	200275
76.	CHTT	200276
77.	CHTT	200277
78.	CHTT	200278
79.	CHTT	200279
80.	CHTT	200280
81.	CHTT	200281
82.	CHTT	200282
83.	CHTT	200283
84.	CHTT	200284
85.	CHTT	200285
86.	CHTT	200286
87.	CHTT	200287

[Memorandum of Assignment of Railcar Lease]

88.	CHTT	200288
89.	CHTT	200289
90.	CHTT	200290
91.	CHTT	200291
92.	CHTT	200292
93.	CHTT	200293
94.	CHTT	200294
95.	CHTT	200295
96.	CHTT	200296
97.	CHTT	200297
98.	CHTT	200298
99.	CHTT	200299