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December 12, 2007

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

RECORDATION NO. 27264 FILED

DEC 12 '07 -3 18 PM

Dear Secretary Williams:

SURFACE TRANSPORTATION BOARD

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 Lease Agreement, a primary document, dated as of December 12, 2007. We request that this document be given the next available recordation number.

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

Lessor:

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4th Floor
Tucker, GA 30084-4431

Lessee:

CFCL-Touax LLC
169 E. Flager Street, Suite 730
Miami, FL 33131

A description of the equipment covered by the Memorandum of Lease Agreement consists of 55 covered hopper cars numbered CRDX 21130, 21132-21136, inclusive, 21153, 21161, 21163, 21169, 21170, 21174, 21177, 21179, 21183, 21184, 21187, 21189, 21201, and 21209 and 21212-21246, inclusive, and 85 DDG cars numbered CRDX 15285-15319, inclusive, 15358, 15361, 15367, 15373, 15375, 15378, 15380-15382, inclusive, 15384, 15385, 15389-15423, inclusive, 15426, 15428, 15431, and 15435.

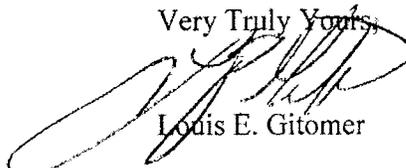
Honorable Vernon A. Williams
December 12, 2007
Page 2

A fee of \$35.00 is enclosed. Please return one copy to:

Louis E. Gitomer
Law Offices of 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 Lease Agreement between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4th Floor, Tucker, GA 30084-4431, and CFCL-Touax LLC, 169 E. Flager Street, Suite 730, Miami, FL 33131, covering 55 covered hopper cars numbered CRDX 21130, 21132-21136, inclusive, 21153, 21161, 21163, 21169, 21170, 21174, 21177, 21179, 21183, 21184, 21187, 21189, 21201, and 21209 and 21212-21246, inclusive, and 85 DDG cars numbered CRDX 15285-15319, inclusive, 15358, 15361, 15367, 15373, 15375, 15378, 15380-15382, inclusive, 15384, 15385, 15389-15423, inclusive, 15426, 15428, 15431, and 15435.

Very Truly Yours,


Louis E. Gitomer

Enclosure

RECORDATION NO. 27264 FILED

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Memorandum of Lease Agreement

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 12, 2007, by and between BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor") and CFCL-TOUAX LLC ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit A attached hereto.

All of such railcars are more fully described in that certain Master Lease Agreement dated as of December 12, 2007, and Schedule Nos. 001, 002 and 003 thereto and incorporating the terms thereof, each dated as of December 12, 2007 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

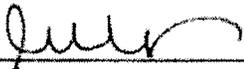
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

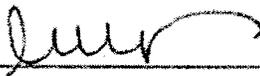
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IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

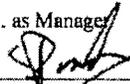
BANC OF AMERICA LEASING & CAPITAL, LLC

By: 
Name: Christopher Cornett
Title: Senior Vice President

I, Christopher Cornett, certify that I am Senior Vice President of Banc of America Leasing & Capital, LLC, that the foregoing instrument was signed on behalf of the limited liability company by authority of its members, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the limited liability company. I further declare under penalty of perjury that the foregoing is true and correct. Executed on December 12, 2007.


Christopher Cornett

CFCL-TOUAX LLC

By: TOUAX CORP.. as Manager
By: 
Name: Stephen Ponak
Title: Managing Director

I, Stephen Ponak, certify that I am Managing Director of Touax Corp., Manager of CFCL-Touax LLC, that the foregoing instrument was signed on behalf of the limited liability company by authority of its members, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the limited liability company. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on December 12, 2007.


Stephen Ponak

**EXHIBIT A
TO MEMORANDUM OF LEASE AGREEMENT**

DESCRIPTION OF RAILCARS AND REPORTING MARKS

<i>Car Manufacturer / Car Type</i>	<i>No. of Cars</i>	<i>Lessee</i>	<i>Lease #</i>	<i>Car Numbers</i>
American Railcar 3256 Covered Hoppers	20	Carbo Ceramics	1005	CRDX 21130, 21132-36 (inclusive), CRDX 21153, 21161, CRDX 21163, 21169-170 (inclusive), CRDX 21174, 21177, CRDX 21179, 21183-184 CRDX 21187, 21189, CRDX 21201, 21209
	30	Carbo Ceramics	1005	CRDX 21212-21215 (inclusive), CRDX 21217-21230 (inclusive), CRDX 21232-21242 (inclusive), 21244
	5	Carbo Ceramics	1005	CRDX 21216, 21231, 21243 CRDX 21245-246
SUBTOTAL	55			
National Steel Car Ltd 6320 DDG Cars	35	MGP Ingredients	1001	CRDX 15285 – 15319 (inclusive)
	50	Oil Dri Corporation	1027	CRDX 15358, 15361, CRDX 15367, 15373, 15375 CRDX 15378, 15380-82 (inclusive), CRDX 15384-85, 15389-423 (inclusive) CRDX 15426, 15428, CRDX 15431, 15435
SUBTOTAL	85			
TOTAL	140			