

RECORDATION NO. 24659-A FILED

DEC 20 '07 -3 00 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A LESTER

December 20, 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 and Assumption Agreement, dated as of December 20, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Numbers 24659.

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

Assignor: Mitsui Rail Capital, LLC
5215 Old Orchard Road, Suite 505
Skokie, IL 60077

Assignee: Macquarie Rail Inc.
One North Wacker Drive, 9th Floor
Chicago, IL 60606

Mr. Vernon A. Williams
December 20, 2007
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A description of the railroad equipment covered by the enclosed document is:

84 railcars within the series MBKX 1001 - MBKX 1100 as more particularly set forth in the attachment to the document.

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

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$35.00 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,

A handwritten signature in black ink, appearing to read "R. Alvord", with a horizontal line extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

BETWEEN

MITSUI RAIL CAPITAL, LLC
(formerly known as MRC Rail Services, LLC)

AND

MACQUARIE RAIL INC.

DECEMBER 20, 2007

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 19th day of December, 2007, before me personally MARK BRECHT, to me personally known, who being by me duly sworn, says that he is the _____ President of MITSUI RAIL CAPITAL, LLC and that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Dana Koenig
NOTARY PUBLIC

My commission expires: _____



STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this _____ day of December, 2007, before me personally appeared _____ and _____, to me personally known, who being by me duly sworn, says that they are the _____ President and _____, respectively, of MACQUARIE RAIL INC., and that the foregoing instrument was signed on behalf of said company, and they acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires: _____

Memorandum of Assignment and Assumption Agreement made and entered into as of December __, 2007, by and between MITSUI RAIL CAPITAL, LLC (formerly known as MRC Rail Services, LLC), a Delaware limited liability company ("Assignor"), and MACQUARIE RAIL INC., a Delaware corporation ("Assignee").

WITNESSETH:

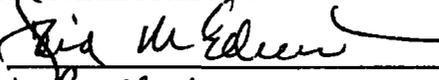
1. Assignor, is the Lessor of the railroad rolling stock described on the Schedule attached hereto (the "Cars") that are leased to Conrad Yelvington Distributors Inc. ("Lessee") pursuant to that certain Lease Agreement dated as of April 21, 2003, Schedule No.1 thereto dated April 23, 2003 (such Schedule No. 1 and the Lease Agreement as it relates to Schedule No. 1 are referred to, collectively, as the "Lease").
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease and the Cars.
3. This Memorandum of Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

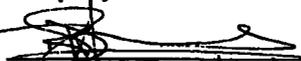
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

MITSUI RAIL CAPITAL, LLC

By: _____
Title: _____ President

MACQUARIE RAIL INC.

By:  _____
Title: President

By:  _____
Title: Vice President

SCHEDULE 1
TO
MEMORANDUM OF ASSIGNMENT

THE CARS

84 AAR Car Type H350, Aggregate – 2580 CF Open Top Hopper, bearing marks and numbers as follows: MBKX 1001 – 1100,

excluding the following:

MBKX	1014
MBKX	1018
MBKX	1026
MBKX	1032
MBKX	1033
MBKX	1036
MBKX	1039
MBKX	1045
MBKX	1053
MBKX	1062
MBKX	1065
MBKX	1076
MBKX	1077
MBKX	1090
MBKX	1091
MBKX	1095

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: 12/20/07



Robert W. Alvord