

RECORDATION NO. 27308 **A**
FILED

FEB 13 '08 -1 40 PM

SURFACE TRANSPORTATION BOARD

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

February 13, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Full Service Railcar Lease, dated as of January 22, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Mortgage previously filed with the Board under Recordation Numbers 27164, 27220, 27247 and 27308.

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

Lessor:	Babcock & Brown Rail Funding LLC 1 Dag Hammarskjold Plaza 885 Second Avenue, 49 th Floor New York, NY 10017
Lessee:	Castle Rock Renewable Fuels LLC N 9585 State Road 80 Necedah, WI 54646

Anne K. Quinlan, Esquire
February 13, 2008
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A description of the railroad equipment covered by the enclosed document is:

70 covered hopper railcars within the series BNBX 121986 - BNBX 122194 as broken down by Mortgage as follows:

Rec. No. 27164: 1 railcar - BNBX 121997;

Rec. No. 27220: 17 railcars - BNBX 122133; BNBX 122134, BNBX 122143, BNBX 122148, BNBX 122152, BNBX 122153, BNBX 122163, BNBX 122165, BNBX 122167 - BNBX 122169; BNBX 122171, BNBX 122174, BNBX 122182, BNBX 122184, BNBX 122186 and BNBX 122189;

Rec. No. 27247: 48 railcars - BNBX 121986, BNBX 122031, BNBX 122099, BNBX 122103, BNBX 122104, BNBX 122105, BNBX 122110, BNBX 122111, BNBX 122112, BNBX 122113, BNBX 122118, BNBX 122119, BNBX 122126, BNBX 122127, BNBX 122130, BNBX 122131, BNBX 122132, BNBX 122139, BNBX 122149, BNBX 122151, BNBX 122155 - BNBX 122162, BNBX 122164, BNBX 122166, BNBX 122170, BNBX 122172, BNBX 122173, BNBX 122175, BNBX 122176, BNBX 122177, BNBX 122179, BNBX 122180, BNBX 122181, BNBX 122183, BNBX 122185, BNBX 122187, BNBX 122188, BNBX 122190 - BNBX 122194;

Rec. No. 27308: 4 railcars - BNBX 122088, BNBX 122123 - BNBX 122125.

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

Memorandum of Full Service Railcar Lease.

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,



Robert W. Alvord

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MEMORANDUM OF FULL SERVICE RAILCAR LEASE SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 22nd day of January, 2008, to that certain Master Full Service Railcar Lease dated as of January 22, 2008, between BABCOCK & BROWN RAIL FUNDING LLC, a Delaware limited liability company (the "Lessor") and CASTLE ROCK RENEWABLE FUELS LLC, a Delaware limited liability company (the "Lessee" and together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Full Service Railcar Lease dated as of January 22, 2008 and Schedule No. 01 thereto dated as of January 22, 2008;

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

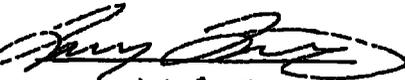
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Full Service
Railcar Lease to be executed by a duly authorized officer as of the day and year first above written.

BABCOCK & BROWN RAIL FUNDING LLC, as Lessor

By: 

Name: Larry Littlefield

Title: Vice President

Date: 1/23/08

CASTLE ROCK RENEWABLE FUELS LLC, as Lessee

By: 

Name: John Fahy

Title: Vice President

Date: 1/23/08

STATE OF New York)
COUNTY OF New York)

SS:

On 1/23, 2008, before me, Indra Bedasie, Notary Public, personally appeared Jerry Littlefield, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Indra Bedasie

INDRA BEDASIE
Notary Public, State of New York
No. 01BE0014802
Qualified in Queens County
Certificate Filed in New York County
Commission Expires October 19, 2016

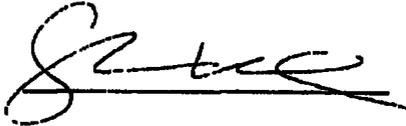
STATE OF CONNECTICUT)

) SS:

COUNTY OF FAIRFIELD)

On 23 JUNE 2008, before me, SHERI VELLA, Notary Public, personally appeared JAMES FARM, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



SHERI VELLA
NOTARY PUBLIC - STATE OF CONNECTICUT
My Commission Expires
October 31, 2011

EXHIBIT A

TO MEMORANDUM OF FULL SERVICE RAILCAR LEASE

<u>Quantity</u>	<u>Car Description</u>	<u>Reporting Marks and Numbers</u>
Seventy (70)	6351 CF, DDG covered hoppers, 288,000 lbs. GRL, AAR Type Code C114, built by Trinity Industries, Inc.	BNBX 121986, 121997, 122031, 122088, 122099, 122103 - 122105, 122110 - 122113, 122118, 122119, 122123 - 122127, 122130 - 122134, 122139, 122143, 122148, 122149, 122151 - 122153, 122155 - 122177, 122179 - 122194

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: 2/13/08



Robert W. Alvord