

OSTER**Researching Services**

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February 29, 2008

Anne Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 E Street SW
Washington, D.C. 20423

RECORDATION NO. 27395 ^A FILED

FEB 29 '08 -4 5 5 PM

SURFACE TRANSPORTATION BOARD

Dear Ms. Quinlan:

Enclosed is a Memorandum of Assignment Agreement dated 2/7/08 including the following parties and railroad equipment:

Assignee: Wells Fargo Equipment Finance, Inc.
Investors Building, #700
733 Marquette Avenue So.
Minneapolis, MN 55402

Assignor: Elmore Financial, LLC
696 N. 8th Street
Brawley, CA 92227

Equipment: 51, Used 2743 cf Mill Gondolas
SRLX 2436-2486

Please record this agreement as a secondary document to STB Recordation # _____.
The filing fee of \$35 is enclosed.

Summary: Memorandum of Assignment Agreement dated 2/7/08 between Wells Fargo Equipment Finance, Inc. as Assignee and Elmore Financial, LLC as Assignor including 51, Mill Gondolas SRLX 2436-2486.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosures

FROM :

FAX NO. :

RECORDATION NO.

27395-A
FLUD

Mar. 01 2008 05:57AM PB

FEB 29 '08 -4 5 5 PM



Wells Fargo Equipment Finance
Investors Building, Suite 700
733 Marquette Ave So
Minneapolis, MN 55402

SURFACE TRANSPORTATION BOARD

**Memorandum of
Assignment Agreement**

This Memorandum of Assignment Agreement ("Memorandum of Assignment") made and entered into as of this 7th day of February, 2008, by and between Elmore Financial, LLC, a California limited liability corporation ("Assignor") and Wells Fargo Equipment Finance, Inc., a Minnesota corporation ("Assignee").

WITNESSETH

1. Assignor has agreed to assign to Assignee that certain lease agreement dated September 23, 2004, between Assignor, as Lessor and Lafarge North America Inc., as Lessee for the for Fifty One (51) 2,743 cubic foot (nominal) mill Gondola Railcars originally built by Trinity in early 1980's bearing the railroad reporting markings set forth on Schedule A heretc.
2. This Memorandum of Assignment Agreement shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

In Witness Whereof, the parties hereto have caused this Memorandum of Assignment to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of February 7, 2008.

Wells Fargo Equipment Finance, Inc.

By:

Min Khan

Title:

Contract Administration Manager

Elmore Financial, LLC

By:

John Elmore

John Elmore, Member



Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue
Suite 700
Minneapolis, MN 55402

Schedule A
To Memorandum of Assignment Agreement

Contract Number 221128-700 dated as of February 7, 2008

Debtor: Elmore Financial, LLC

Fifty One (51) Used 2,743 cubic foot (nominal) mill Gondola Railcars originally built by Trinity in early 1980's with the current markings :

SRLX	2436	SRLX	2451	SRLX	2466	SRLX	2481
SRLX	2437	SRLX	2452	SRLX	2467	SRLX	2482
SRLX	2438	SRLX	2453	SRLX	2468	SRLX	2483
SRLX	2439	SRLX	2454	SRLX	2469	SRLX	2484
SRLX	2440	SRLX	2455	SRLX	2470	SRLX	2485
SRLX	2441	SRLX	2456	SRLX	2471	SRLX	2486
SRLX	2442	SRLX	2457	SRLX	2472		
SRLX	2443	SRLX	2458	SRLX	2473		
SRLX	2444	SRLX	2459	SRLX	2474		
SRLX	2445	SRLX	2460	SRLX	2475		
SRLX	2446	SRLX	2461	SRLX	2476		
SRLX	2447	SRLX	2462	SRLX	2477		
SRLX	2448	SRLX	2463	SRLX	2478		
SRLX	2449	SRLX	2464	SRLX	2479		
SRLX	2450	SRLX	2465	SRLX	2480		

Equipment originally located at: 696 N. 8th Street, Brawley, CA 92227

Dated: February 7, 2008

Debtor: Elmore Financial, LLC

By: John Elmore
John Elmore, Member



STATE OF _____
COUNTY OF _____

On this ____ day of _____, 200__, before me, a Notary Public of the City and State aforesaid, personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of _____, an _____ corporation, the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Notary Public

My commission expires:

STATE OF MINNESOTA
COUNTY OF HENNEPIN

On this 29th day of FEBRUARY, 2008, before me a Notary Public of the City and State aforesaid, personally appeared MICHELLE E. LARSON, to me personally known who being by me duly sworn, says that (he/she) is a LA MANAGER of WELLS FARGO BANK, that foregoing instrument (is/was) signed on behalf of said corporation by authority of its Board of Directors, and (he/she) acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.



(Seal)

Michelle E. Larson

Notary Public

My commission expires: 1/31/2010

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

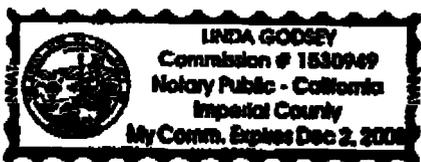
State of California

County of Imperial

On February 11, 2008 before me, * Linda Godsey, Notary Public *
Date Here Insert Name and Title of the Officer

personally appeared ** John Elmore **
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence 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.



I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: [Handwritten Signature]
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Memorandum of Assignment Agreement & Schedule A
(Schedule A - Fifty One (51) Used 2,743 cubic foot mill Gondola
Document Date: 2/7/2008 Number of Pages: 2 Kallicars

Signer(s) Other Than Named Above: Wells Fargo Equipment Finance, Inc.

Capacity(ies) Claimed by Signer(s)

Signer's Name: John Elmore

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: Member



Signer Is Representing: Elmore Financial, LLC

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____