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CORPORATION SERVICE COMPANY®

RECORDATION NO. 23665-C FILED

SEP 15 '04 1-24 PM

SURFACE TRANSPORTATION BOARD

SEP 15 2004 RECEIVED

September 14, 2004

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RE: 132200-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of February 4, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas New York, NY 10036

Lessee: **UNION PACIFIC RAILROAD COMPANY**
1400 Douglas Street Omaha, NE 68179

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

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **UNION PACIFIC RAILROAD COMPANY,** covering 10 locomotives with reporting marks and numbers –CEFX 3092 – DGNO 6352 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #23665 dated 09/21/01 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars ($30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Corporation Service Company
801 Adlai Stevenson Drive
Springfield, IL 62703
(800) 995-5071 ext. 3813

MEMORANDUM OF LOCOMOTIVE LEASE

THIS MEMORANDUM OF LOCOMOTIVE LEASE dated as of this 4th day of February, 2002, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and RAILTEX, INC., a Texas corporation, with an address at 5300 Broken Sound Blvd. NW, Boca Raton, FL 33487 (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 Locomotive Lease (the "Lease") dated as of August 10, 2001, covering certain equipment described therein and with respect to which a Memorandum of Locomotive Lease was filed with the Surface Transportation Board ("STB") on September 21, 2001 and given Recordation Number 23665.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, 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 Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

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

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: _____
Name: GREGORY D. CASHMAN
Title: SVP

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

RAILTEX, INC.

By: _____
Name: STANLEY WLOTKO
Title: DIRECTOR PURCHASING

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SCHEDULE A

Quantity	Equipment Description	Car Marks & Numbers		
10	SD40-2, 6 axles, 3,000 HP			
		1	CEFX	3092
		2	CEFX	3398
		3	CEFX	3715
		4	CEFX	3771
		5	CEFX	3780
		6	CEFX	3917
		7	CEFX	3962
		8	CEFX	6931
		9	CEFX	7075
		10	CEFX	7080
1	GP38-3, 4 axles, 2, 000 HP	1	DGNO	6352