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RECORDATION NO. 23465 FILED

SEP 21 '01 10-14 AM

SURFACE TRANSPORTATION BOARD



September 19, 2001

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

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 27, 2001 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: **RAILTEX, INC.**
4040 Broadway, Suite 200, San Antonio, TX 78209

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: **RAILTEX INC.** covering 6 locomotives with reporting marks and numbers — CSOR 8511 – CSOR 8579, NOT INCLUSIVE.

Please file this memorandum as a **PRIMARY** document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,


Sherry Lewey
Research/Development Coordinator



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Enclosure

MEMORANDUM OF LOCOMOTIVE LEASE

THIS MEMORANDUM OF LOCOMOTIVE LEASE dated as of this 27th day of August, 2001, is made by RailTex, Inc., a Texas corporation, with an address at 4040 Broadway, Suite 200, San Antonio, TX 78209 (the "Lessee"), and The CIT Group/Equipment Financing, Inc., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor" and, together with the Lessee, 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 the locomotives listed on Schedule No. 01 hereto (the "Units");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, 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 Units 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.

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

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Janice M Wickham
Name: Janice M Wickham
Title: Vice President

RAILTEX, INC.

By: Michael J. Howe
Name: Michael J. Howe
Title: VP/Treasurer

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Schedule I

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
6	B39-8, 4 axles, 3,900 HP Locomotives	CSOR 8511 CSOR 8530 CSOR 8552 CSOR 8554 CSOR 8565 CSOR 8579

STATE OF Florida)
)
COUNTY OF Palm Beach) SS:

On this 10th day of August, 2001 before me personally appears Michael J. Howe, to me personally known, who by me duly sworn, says that he/she is the VP-Treasurer of RAILTEX, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company 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 the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

[Signature]

[SEAL]

My Commission expires:

STATE OF NEW YORK)
)SS:
COUNTY OF NEW YORK)

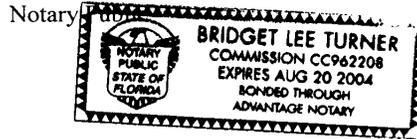
On this 27th day of August, 2001 before me personally appears JANICE WICKHART, to me personally known, who by me duly sworn, says that he/she is the Vice-President of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

[Signature]

[SEAL]

My Commission expires



Notary Public

ROSE MARY DINNHAUPT
Notary Public, State of New York
No. 31-5010315
Qualified in New York County
Commission Expires March 29, 2003