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RECORDATION NO. 23665-B FILED

MAR 12 '03 11-27 AM

SURFACE TRANSPORTATION BOARD



March 11, 2003

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

Dear Barbara,

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 18 hopper cars with reporting marks and numbers – CEFX 9245 – CEFX 9500, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #23665 dated 9/21/01 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 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,


Sherry Lewey

Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 27th day of August, 2001, is made by 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 RAILTEX, INC., a Texas corporation, with an address at 4040 Broadway, Suite 200, San Antonio, TX 78209 (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 Railcar Lease (the "Lease") dated as of August 10, 2001, covering certain equipment described therein and with respect to which a Memorandum of Railcar 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: Jamie M Wickhan
Name: Jamie M Wickhan
Title: Vice President

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

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Schedule A

Number of Cars	Equipment Description	
18	SD45-2T, 6 axles, 3,200 HP	
1	CEFX	9245
2	CEFX	9254
3	CEFX	9282
4	CEFX	9330
5	CEFX	9333
6	CEFX	9345
7	CEFX	9347
8	CEFX	9359
9	CEFX	9362
10	CEFX	9373
11	CEFX	9375
12	CEFX	9391
13	CEFX	9392
14	CEFX	9395
15	CEFX	9400
16	CEFX	9401
17	CEFX	9486
18	CEFX	9500