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APR 04 '03 12-16 PM

SURFACE TRANSPORTATION BOARD

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April 3, 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 November 14, 2002 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: **NEBRASKA CENTRAL RAILROAD COMPANY**
4420 W. Vickery Blvd., Suite 110, Ft. Worth, TX 76107

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: **NEBRASKA CENTRAL RIALROAD COMPANY** covering 25 hopper cars with reporting marks and numbers — CEFX 15002 – GRPX 944592, **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 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 14th day of November, 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 NEBRASKA CENTRAL RAILROAD COMPANY, a Delaware corporation, with an address at 4420 W. Vickery Blvd., Suite 110, Ft. Worth, TX 76107 (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 November 14th, 2002 covering the equipment listed on Schedule A hereto (the "Equipment").

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 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.

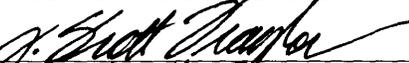
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
Name: Richard Latini
Title: Senior 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.

NEBRASKA CENTRAL RAILROAD COMPANY

By: 
Name: J. Scott Trevillion
Title: VICE PRESIDENT

RECORDATION NO. _____

APR 04 '03 12:16 PM

SURFACE TRANSPORTATION BOARD

Schedule A

Number of Cars	Equipment Description	
25	4,750 C.F. covered hopper car with gravity gates and trough hatches	
1	CEFX	15002
2	CEFX	15004
3	CEFX	15017
4	CEFX	15029
5	CEFX	15036
6	CEFX	15058
7	CEFX	15059
8	CEFX	15085
9	CEFX	15093
10	CEFX	15335
11	CEFX	15366
12	CEFX	15408
13	CEFX	15425
14	CEFX	15444
15	CEFX	15446
16	CEFX	15667
17	CEFX	15695
18	CEFX	15697
19	CEFX	15716
20	CEFX	15754
21	CEFX	17532
22	CEFX	152721
23	GRPX	944203
24	GRPX	944572
25	GRPX	944592