



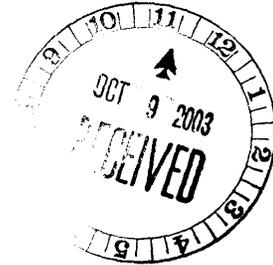
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RECORDATION NO. 21833-L FILED

OCT 09 '03

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SURFACE TRANSPORTATION BOARD



October 8, 2003

Barbara Saddler
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 September 24, 2003 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**
1416 Dodge Street, Omaha, Nebraska 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 30 tank cars with reporting marks and numbers – DBUX 300388 – DBUX 300427, **NOT INCLUSIVE.**

Please file this memorandum as a **SECONDARY** document to Recordation #21833 dated 12/7/98 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 24th day of SEPTEMBER, 2003, 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 Union Pacific Railroad Company, a Delaware corporation, with an address at 1416 Dodge Street, Omaha, Nebraska 68179 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

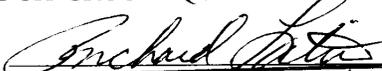
WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of November 11, 1998 covering the equipment listed on Schedule A hereto (the "Equipment"); pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on December 7, 1998 as recordation number 21833.

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.

UNION PACIFIC RAILROAD COMPANY

By: 
Name: JEFF GLASGOW
Title: SR. ANALYST-LEASING

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SURFACE TRANSPORTATION BOARD

Schedule A

Number of Cars

Equipment Description

30 28,000 through 31,000 gallon capacity tank cars, non coiled, non insulated

1	DBUX	300388
2	DBUX	300389
3	DBUX	300390
4	DBUX	300392
5	DBUX	300393
6	DBUX	300394
7	DBUX	300395
8	DBUX	300396
9	DBUX	300397
10	DBUX	300398
11	DBUX	300399
12	DBUX	300400
13	DBUX	300403
14	DBUX	300404
15	DBUX	300406
16	DBUX	300408
17	DBUX	300409
18	DBUX	300410
19	DBUX	300411
20	DBUX	300412
21	DBUX	300413
22	DBUX	300414
23	DBUX	300415
24	DBUX	300418
25	DBUX	300419
26	DBUX	300420
27	DBUX	300424
28	DBUX	300425
29	DBUX	300426
30	DBUX	300427