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July 19, 2001

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

RECORDATION NO. 23038-A FILED



JUL 23 '01 : 1-29 PM

SURFACE TRANSPORTATION BOARD

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of June 18, 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: **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 40 locomotives with reporting marks and numbers – CEFX 7076 – CEFX 7125, **NOT INCLUSIVE.**

Please file this memorandum as a **SECONDARY** document to Recordation #23038 dated 8/4/00 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  
New Business Development/Research Coordinator

Enclosure

MEMORANDUM OF LOCOMOTIVE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF LOCOMOTIVE LEASE, dated as of this 28<sup>th</sup> day of JUNE, 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 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 Net Locomotive Lease (the "Lease"), dated as of January 18, 1999, which Lease was duly filed with and recorded by the Surface Transportation Board on August 4, 2000, and given Recordation No. 23038; and

WHEREAS, the Parties have entered into Schedule No. 06 to the Lease respecting the equipment listed on Schedule A hereto;

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Schedule No. 06 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.

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

UNION PACIFIC RAILROAD COMPANY

By: Dave Bergley  
Name: DAVE BERGLEY  
Title: U.P. RGR. PURCHASING

RECORDATION NO. 23038-A FILED

JUL 23 '01 : 15 29 PM

SURFACE TRANSPORTATION BOARD

SCHEDULE A  
to  
Memorandum of Locomotive Lease  
by and between  
The CIT Group/Equipment Financing, Inc., as Lessor, and  
Union Pacific Railroad Company, as Lessee

The Units:

Forty (40) General Motors EMD SD40-2 Locomotives

<u>Reporting Mark &amp; Numbers</u>	<u>Reporting Mark &amp; Numbers</u>
CEFX7076	CEFX7113
CEFX7077	CEFX7114
CEFX7078	CEFX7115
CEFX7079	CEFX7117
CEFX7082	CEFX7118
CEFX7083	CEFX7119
CEFX7084	CEFX7120
CEFX7087	CEFX7121
CEFX7088	CEFX7123
CEFX7089	CEFX7124
CEFX7090	CEFX7125
CEFX7091	
CEFX7092	
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