

RECORDATION NO. 23637-C FILED

ALVORD AND ALVORD
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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

October 2, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Addendum to Memorandum of Lease, dated as of September 28, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was filed with the Board under Recordation Number 23637 and corrects the equipment schedule filed therewith.

The names and addresses of the parties to the enclosed document are:

Lessor: Railcar, Ltd.
1819 Peachtree Road, N.E., Suite 425
Atlanta, Georgia 30309-1847

Lessee: Railtex, Inc.
5300 Broken Sound Boulevard, N.W
Boca Raton, Florida 33487

A description of the railroad equipment covered by the enclosed document is:

Twenty (20) locomotives and one slug unit attached hereto

Mr. Vernon A. Williams
October 2, 2001
Page Two

A short summary of the document to appear in the index is:

Addendum to Memorandum of Lease.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

DESCRIPTION OF UNITS

Group 1:

Description and quantity: one (1) SD-40 locomotive.

Locomotive Mark and Number: NECR 5032.

Group 2:

Description and quantity: seven (7) GP-40-1-CU locomotives.

Locomotive Marks and Numbers: MNA 4012-4015 inclusive; ISRR 4037 and 4042; MNA 4045.

Group 3:

Description and quantity: eight (8) SW-1200 locomotives.

Locomotive Marks and Numbers: SCRF 8; MS 73; VCRR 1200; MNA 751; SGVY 998 and 999; GSWR 1208 and 1237.

Description and quantity: one (1) GP-7 locomotive.

Locomotive Mark and Number: VCRR 100.

Group 4:

Description and quantity: two (2) GP-38-2 locomotives.

Locomotive Marks and Numbers: CORP 3819; DGNO 3833.

Group 5:

Description and quantity: one (1) GP-38 control and one slug unit.

Locomotive Marks and Numbers: GSWR 3813 and 4167

ADDENDUM TO MEMORANDUM OF LEASE

1. Pursuant to the Lease Agreement identified below, Railcar, Ltd., a Georgia corporation ("Lessor"), as lessor, has leased to RailTex, Inc. ("Lessee"), as lessee, the railroad equipment identified on the exhibit attached hereto and entitled "Description of Locomotives" (the "Equipment"). Said lease of the Equipment is referred to hereinafter as the "Lease." "Lease Agreement" means the Master Lease Agreement dated as of December 28, 2000, and the related Schedule No. 1 as amended August 30, 2001, between Railcar, Ltd., as Lessor, RailTex, Inc., as Lessee, and RailAmerica, Inc., as Guarantor. The Memorandum of Lease Agreement was filed on September 6, 2001 with the Surface Transportation Board (formerly known as the Interstate Commerce Commission) pursuant to 49 U.S.C. . 11301 Recordation No. 23637.

2. The addresses of the parties are as follows:

Railcar, Ltd. (Lessor)
1819 Peachtree Road, N.E., Suite 425
Atlanta, Georgia 30309-1847

RailTex, Inc. (Lessee)
5300 Broken Sound Boulevard, N.W.
Boca Raton, Florida 33487

3. This Addendum to Memorandum of Lease is filed in order to correct the Description of Locomotives which was attached to the Memorandum of Lease. The Description of Units attached hereto replaces the Description of Units attached to the Memorandum of Lease.

4. This Addendum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicated copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

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OCT 2 '01 3-27 PM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have executed or caused this Addendum to Memorandum Lease to be executed as of the date first above written.

LESSOR:

RAILCAR, LTD.

By: *James V. Smallwood*

Printed Name: JAMES V. SMALLWOOD

Title: PRESIDENT

STATE OF Georgia)

COUNTY OF Cobb) SS:

Before me, a Notary Public, in and for said county and state, personally appeared James V. Smallwood the President of Railcar Ltd. a Georgia corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at this 10th day of September, 2001.

Alexis Tilly
Notary Public
My commission expires:

**Notary Public, Cobb County, Georgia.
My Commission Expires June 28, 2006.**

IN WITNESS WHEREOF, the parties hereto have executed or caused this Addendum to Memorandum of Lease to be executed as of the date first above written.

LESSEE:

RAILTEX, INC.

By: *mj howe*

Printed Name: **Michael J. Howe**

Title: **VP/Treasurer**

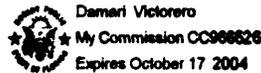
STATE OF Florida)

COUNTY OF Palm Beach) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Michael J. Howe, the Vice President/Treasurer of RailTex, Inc., a Florida corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at ^{Boca Raton, FL} ~~Maumee, Ohio~~ this 28th day of September, 2001.

Damari Victorero
Notary Public
My commission expires: 10/17/2004



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