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RECORDATION NO. 23313-A FILED

JAN 04 '02 2-55 PM

SURFACE TRANSPORTATION BOARD

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January 3, 2002

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

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of December 28, 2000 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: **TEXAS OKLAHOMA AND EASTERN RAILROAD**
33405 8th Ave. S., Mail Sort WWC1P6, Federal Way, WA 98003

**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: **TEXAS OKLAHOMA AND EASTERN RAILROAD**, covering 100 box cars with reporting marks and numbers – CRLE 119502 – CRLE 119688, NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #23313 dated 1/5/01 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

Sherry Lewey
Research/Development Coordinator

Enclosure

RECORDATION NO. 23313-A FILED

JAN 0 4 '02 2-55 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 28th day of December, 2000, is made by The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and Texas Oklahoma and Eastern Railroad, a Oklahoma corporation, with an address at 33405 8th Ave. S., Mail Sort WWC 1P6, Federal Way, WA 98003 (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 December 19 2000 covering the equipment listed on Schedule A hereto (the "Equipment"); A Memorandum of Railcar Lease filed with the Surface Transportation Board on January 5, 2001 as recordation number 23313

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: Joseph L. Mankowski
Name: JOSEPH L. MANKOWSKI
Title: VP

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.

TEXAS OKLAHOMA AND EASTERN RAILROAD

By: Ben Bramlett
Name: Ben Bramlett
Title: Dir. of Finance

S:\leases\fulserv.frm
December 21, 2000 (4:18PM)

SCHEDULE A

| Quantity | Equipment Description | Car Marks and Numbers |
|---|---|---|
| 100 | 50' plate f 12' plug door box cars | |

| | | |
|---|---|---|
| 1 | CRLE | 119502 |
| 2 | CRLE | 119504 |
| 3 | CRLE | 119505 |
| 4 | CRLE | 119506 |
| 5 | CRLE | 119507 |
| 6 | CRLE | 119513 |
| 7 | CRLE | 119514 |
| 8 | CRLE | 119515 |
| 9 | CRLE | 119516 |
| 10 | CRLE | 119517 |
| 11 | CRLE | 119518 |
| 12 | CRLE | 119522 |
| 13 | CRLE | 119523 |
| 14 | CRLE | 119525 |
| 15 | CRLE | 119528 |
| 16 | CRLE | 119529 |
| 17 | CRLE | 119531 |
| 18 | CRLE | 119532 |
| 19 | CRLE | 119533 |
| 20 | CRLE | 119534 |
| 21 | CRLE | 119535 |
| 22 | CRLE | 119536 |
| 23 | CRLE | 119537 |
| 24 | CRLE | 119538 |
| 25 | CRLE | 119540 |
| 26 | CRLE | 119541 |
| 27 | CRLE | 119542 |
| 28 | CRLE | 119543 |
| 29 | CRLE | 119546 |
| 30 | CRLE | 119547 |
| 31 | CRLE | 119548 |
| 32 | CRLE | 119549 |
| 33 | CRLE | 119550 |
| 34 | CRLE | 119551 |
| 35 | CRLE | 119552 |
| 36 | CRLE | 119553 |
| 37 | CRLE | 119554 |
| 38 | CRLE | 119556 |
| 39 | CRLE | 119557 |
| 40 | CRLE | 119559 |
| 41 | CRLE | 119560 |
| 42 | CRLE | 119562 |
| 43 | CRLE | 119563 |
| 44 | CRLE | 119564 |
| 45 | CRLE | 119565 |
| 46 | CRLE | 119566 |
| 47 | CRLE | 119567 |
| 48 | CRLE | 119568 |
| 49 | CRLE | 119569 |
| 50 | CRLE | 119570 |

| | | |
|---|---|---|
| 51 | CRLE | 119571 |
| 52 | CRLE | 119572 |
| 53 | CRLE | 119573 |
| 54 | CRLE | 119575 |
| 55 | CRLE | 119576 |
| 56 | CRLE | 119577 |
| 57 | CRLE | 119578 |
| 58 | CRLE | 119579 |
| 59 | CRLE | 119580 |
| 60 | CRLE | 119581 |
| 61 | CRLE | 119582 |
| 62 | CRLE | 119583 |
| 63 | CRLE | 119586 |
| 64 | CRLE | 119589 |
| 65 | CRLE | 119590 |
| 66 | CRLE | 119592 |
| 67 | CRLE | 119593 |
| 68 | CRLE | 119594 |
| 69 | CRLE | 119595 |
| 70 | CRLE | 119596 |
| 71 | CRLE | 119597 |
| 72 | CRLE | 119598 |
| 73 | CRLE | 119599 |
| 74 | CRLE | 119600 |
| 75 | CRLE | 119601 |
| 76 | CRLE | 119612 |
| 77 | CRLE | 119613 |
| 78 | CRLE | 119626 |
| 79 | CRLE | 119627 |
| 80 | CRLE | 119628 |
| 81 | CRLE | 119636 |
| 82 | CRLE | 119637 |
| 83 | CRLE | 119639 |
| 84 | CRLE | 119640 |
| 85 | CRLE | 119642 |
| 86 | CRLE | 119643 |
| 87 | CRLE | 119646 |
| 88 | CRLE | 119650 |
| 89 | CRLE | 119651 |
| 90 | CRLE | 119653 |
| 91 | CRLE | 119664 |
| 92 | CRLE | 119665 |
| 93 | CRLE | 119666 |
| 94 | CRLE | 119668 |
| 95 | CRLE | 119669 |
| 96 | CRLE | 119674 |
| 97 | CRLE | 119675 |
| 98 | CRLE | 119680 |
| 99 | CRLE | 119681 |
| 100 | CRLE | 119688 |