

REGISTRATION NO. 23303 FILED

ALVORD AND ALVORD
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DEC 29 '00 12:40 PM
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

December 29, 2000

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 a Memorandum of Leasing Agreement, Equipment Schedule 01, dated as of December 27, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: Key Corporate Capital Inc.
54 State Street
8th Floor 12207
Albany, New York ~~00000~~

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-five (25) locomotives; GR 3839; CORP 3815 – CORP 3832 not inclusive; and NECR 3844 – NECR 3855 inclusive.

Mr. Vernon A. Williams
December 29, 2000
Page 2

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

Memorandum of Leasing Agreement, Equipment Schedule 01, dated as of December 27, 2000, between Key Corporate Capital Inc., Lessor, and RailTex, Inc., Lessee, covering twenty- five (25) locomotives; GR 3839; CORP 3815 – CORP 3832 not inclusive; and NECR 3844 – NECR 3855 inclusive.

Also enclosed is a check in the amount of \$26.00 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/bjg
Enclosures

RECORDATION NO. 23303 FILED

DEC 29 '00 12-40 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

EQUIPMENT SCHEDULE 01

Dated as of December 27, 2000

between

KEYCORP LEASING, A DIVISION OF KEY CORPORATE CAPITAL INC.,
Lessor

and

RAILTEX, INC.
Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on December __, 2000, at ____:____.M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of December 27, 2000, is made by and between RAILTEX, INC., a Texas corporation ("Lessee"), and KEYCORP LEASING, A DIVISION OF KEY CORPORATE CAPITAL INC., a Michigan corporation ("Lessor").

WITNESSETH

1. Pursuant to a Master Equipment Lease Agreement, dated December 27, 2000, together with Equipment Schedule No. 01 thereto dated December 27, 2000 (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from Lessor twenty-five (25) locomotive(s) bearing the railroad reporting marks and road numbers set forth on Exhibit A attached hereto.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Initial Term and any Renewal Terms as defined in the Lease Agreement.

3. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor:

KEYCORP LEASING, A DIVISION OF KEY
CORPORATE CAPITAL INC.

By: 
Name: **LOUIS M. SOMBAT**
Title: **REGIONAL BUSINESS PROCESSING MANAGER**

Lessee:

RAILTEX, INC.

By: _____
Name:
Title:

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3. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor:

KEYCORP LEASING, A DIVISION OF KEY
CORPORATE CAPITAL INC.

By: _____
Name:
Title:

Lessee:

RAILTEX, INC.

By: 
Name: Michael Emmons
Title: Vice President

Exhibit A

EQUIPMENT DESCRIPTION

Lease: Equipment Schedule No 1 dated as of December 27, 2000 to Master Equipment Lease Agreement Dated as of December 27, 2000.

Lessor: KEYCORP LEASING, A DIVISION OF KEY CORPORATE CAPITAL INC.

Lessee: RAILTEX, INC.

Vendor: RailTex, Inc.
San Antonio, Texas

<u>Locomotive</u>	<u>Operating Railroad</u>	<u>Location</u>
3815 CORP	Central Oregon & Pacific Railroad	Eugene, OR
3816 CORP	Central Oregon & Pacific Railroad	Eugene, OR
3817 CORP	Central Oregon & Pacific Railroad	Eugene, OR
3822 CORP	Central Oregon & Pacific Railroad	Eugene, OR
3823 CORP	Central Oregon & Pacific Railroad	Eugene, OR
3824 CORP	Central Oregon & Pacific Railroad	Eugene, OR
3825 CORP	Central Oregon & Pacific Railroad	Eugene, OR
3826 CORP	Central Oregon & Pacific Railroad	Eugene, OR
3828 CORP	Central Oregon & Pacific Railroad	Eugene, OR
3829 CORP	Central Oregon & Pacific Railroad	Eugene, OR
3831 CORP	Central Oregon & Pacific Railroad	Eugene, OR
3832 CORP	Central Oregon & Pacific Railroad	Eugene, OR
3839 GR	Grand Rapids Eastern Railroad	Grand Rapids, MI
3844 NECR	New England Central Railroad	St. Albans, VT
3845 NECR	New England Central Railroad	St. Albans, VT
3846 NECR	New England Central Railroad	St. Albans, VT
3847 NECR	New England Central Railroad	St. Albans, VT
3848 NECR	New England Central Railroad	St. Albans, VT
3849 NECR	New England Central Railroad	St. Albans, VT
3850 NECR	New England Central Railroad	St. Albans, VT
3851 NECR	New England Central Railroad	St. Albans, VT
3852 NECR	New England Central Railroad	St. Albans, VT
3853 NECR	New England Central Railroad	St. Albans, VT
3854 NECR	New England Central Railroad	St. Albans, VT
3855 NECR	New England Central Railroad	St. Albans, VT