

RECORDED 23692 FILED

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OFFICE OF THE  
SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

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

October 10, 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 a Memorandum of Mortgage, dated as of October 10, 2001, 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:

Debtor: The Clearwater Partnership, LLP  
c/o Revival Leasing Limited  
P.O. Box 1093 GT  
Queensgate House  
South Church Street  
Grand Cayman  
Cayman Islands

[Mortgagee: Lombard North Central, plc]

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

One thousand five hundred eighty five (1,585) railcars: BCOL 873600 – BCOL 873649 (not including BCOL 873615 and BCOL 873640); BNSF 728225 – BNSF 728399; CEFX 60360 – CEFX 60719; CWEX 640000 – CWEX 640109 (not including CWEX 640007, CWEX 640036 and CWEX 640052); EJE 7400 – EJE 7499; FLIX 3500 – FLIX 3899; NORX 4300 – NORX 4359 (not including NORX 4174 and NORX 4244) and TIMX 62000 – TIMX 62044, all inclusive except where otherwise indicated.

Mr. Vernon A. Williams  
October 10, 2001  
Page 2

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

Memorandum of Mortgage.

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,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 23692 FILED

OCT 10 2001 3:25 PM

MEMORANDUM OF MORTGAGE

SURFACE TRANSPORTATION BOARD

Memorandum of Mortgage, made and entered into as of October 10, 2001 between THE CLEARWATER PARTNERSHIP, LLP (the "Debtor") and LOMBARD NORTH CENTRAL plc, as Indenture Trustee under the Trust Indenture referred to below (together with its successors and permitted assigns, the "Indenture Trustee"). Terms used in this instrument have the meanings assigned thereto in the Trust Indenture and Security Agreement (U.S. Intol Rail II) dated as of October 10, 2001 among the Debtor, the Indenture Trustee, Creedence Limited, Silentdale Limited, Revival Leasing Limited, Lloyds TSB Leasing Limited and The Royal Bank of Scotland plc, New York Branch.

**W I T N E S S E T H:**

The undersigned has entered into the Trust Indenture, by which it has granted a first priority security interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto and in each lease referred to on Exhibit B attached hereto to the Indenture Trustee in order to secure the obligations as described in the Trust Indenture.

IN WITNESS WHEREOF, the Debtor has caused this memorandum to be duly executed by its officer duly authorized as of the date and year first above written.

**THE CLEARWATER PARTNERSHIP,  
LLP**

by Revival Leasing Limited, its general partner

By: \_\_\_\_\_

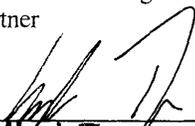
Name:

Title:

IN WITNESS WHEREOF, the Debtor has caused this memorandum to be duly executed by its officer duly authorized as of the date and year first above written.

**THE CLEARWATER PARTNERSHIP,  
LLP**

by Revival Leasing Limited, its general  
partner

By:   
Name: **Hugh Thompson**  
Title: **Director**

On this, the 26<sup>th</sup> day of September, 2001, before me, a Notary Public in and for the Cayman Islands, personally appeared Hugh Thompson, a Director of Revival Leasing Limited, who acknowledged himself/herself to be a duly authorized officer of Revival Leasing Limited, and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: Phillip Hands  
Notary Public

My Commission Expires: 31<sup>st</sup> January, 2002

Residing in: George Town, Grand Cayman





<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
The Burlington Northern and Santa Fe Railway Company	BNSF	728367
The Burlington Northern and Santa Fe Railway Company	BNSF	728368
The Burlington Northern and Santa Fe Railway Company	BNSF	728369
The Burlington Northern and Santa Fe Railway Company	BNSF	728370
The Burlington Northern and Santa Fe Railway Company	BNSF	728371
The Burlington Northern and Santa Fe Railway Company	BNSF	728372
The Burlington Northern and Santa Fe Railway Company	BNSF	728373
The Burlington Northern and Santa Fe Railway Company	BNSF	728374
The Burlington Northern and Santa Fe Railway Company	BNSF	728375
The Burlington Northern and Santa Fe Railway Company	BNSF	728376
The Burlington Northern and Santa Fe Railway Company	BNSF	728377
The Burlington Northern and Santa Fe Railway Company	BNSF	728378
The Burlington Northern and Santa Fe Railway Company	BNSF	728379
The Burlington Northern and Santa Fe Railway Company	BNSF	728380
The Burlington Northern and Santa Fe Railway Company	BNSF	728381
The Burlington Northern and Santa Fe Railway Company	BNSF	728382
The Burlington Northern and Santa Fe Railway Company	BNSF	728383
The Burlington Northern and Santa Fe Railway Company	BNSF	728384
The Burlington Northern and Santa Fe Railway Company	BNSF	728385
The Burlington Northern and Santa Fe Railway Company	BNSF	728386
The Burlington Northern and Santa Fe Railway Company	BNSF	728387
The Burlington Northern and Santa Fe Railway Company	BNSF	728388
The Burlington Northern and Santa Fe Railway Company	BNSF	728389
The Burlington Northern and Santa Fe Railway Company	BNSF	728390
The Burlington Northern and Santa Fe Railway Company	BNSF	728391
The Burlington Northern and Santa Fe Railway Company	BNSF	728392
The Burlington Northern and Santa Fe Railway Company	BNSF	728393
The Burlington Northern and Santa Fe Railway Company	BNSF	728394
The Burlington Northern and Santa Fe Railway Company	BNSF	728395
The Burlington Northern and Santa Fe Railway Company	BNSF	728396
The Burlington Northern and Santa Fe Railway Company	BNSF	728397
The Burlington Northern and Santa Fe Railway Company	BNSF	728398
The Burlington Northern and Santa Fe Railway Company	BNSF	728399

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
BC Rail Partnership	BCOL	873600
BC Rail Partnership	BCOL	873601
BC Rail Partnership	BCOL	873602
BC Rail Partnership	BCOL	873603
BC Rail Partnership	BCOL	873604
BC Rail Partnership	BCOL	873605
BC Rail Partnership	BCOL	873606
BC Rail Partnership	BCOL	873607
BC Rail Partnership	BCOL	873608
BC Rail Partnership	BCOL	873609
BC Rail Partnership	BCOL	873610
BC Rail Partnership	BCOL	873611
BC Rail Partnership	BCOL	873612
BC Rail Partnership	BCOL	873613
BC Rail Partnership	BCOL	873614
BC Rail Partnership	BCOL	873616
BC Rail Partnership	BCOL	873617
BC Rail Partnership	BCOL	873618
BC Rail Partnership	BCOL	873619
BC Rail Partnership	BCOL	873620
BC Rail Partnership	BCOL	873621
BC Rail Partnership	BCOL	873622
BC Rail Partnership	BCOL	873623
BC Rail Partnership	BCOL	873624
BC Rail Partnership	BCOL	873625
BC Rail Partnership	BCOL	873626
BC Rail Partnership	BCOL	873627
BC Rail Partnership	BCOL	873628
BC Rail Partnership	BCOL	873629
BC Rail Partnership	BCOL	873630
BC Rail Partnership	BCOL	873631
BC Rail Partnership	BCOL	873632
BC Rail Partnership	BCOL	873633
BC Rail Partnership	BCOL	873634
BC Rail Partnership	BCOL	873636
BC Rail Partnership	BCOL	873637
BC Rail Partnership	BCOL	873638
BC Rail Partnership	BCOL	873639
BC Rail Partnership	BCOL	873641
BC Rail Partnership	BCOL	873642
BC Rail Partnership	BCOL	873643
BC Rail Partnership	BCOL	873644
BC Rail Partnership	BCOL	873645
BC Rail Partnership	BCOL	873646
BC Rail Partnership	BCOL	873647
BC Rail Partnership	BCOL	873648
BC Rail Partnership	BCOL	873649







<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
Farmland Industries, Inc	FLIX	3717
Farmland Industries, Inc	FLIX	3718
Farmland Industries, Inc	FLIX	3719
Farmland Industries, Inc	FLIX	3720
Farmland Industries, Inc	FLIX	3721
Farmland Industries, Inc	FLIX	3722
Farmland Industries, Inc	FLIX	3723
Farmland Industries, Inc	FLIX	3724
Farmland Industries, Inc	FLIX	3725
Farmland Industries, Inc	FLIX	3726
Farmland Industries, Inc	FLIX	3727
Farmland Industries, Inc	FLIX	3728
Farmland Industries, Inc	FLIX	3729
Farmland Industries, Inc	FLIX	3730
Farmland Industries, Inc	FLIX	3731
Farmland Industries, Inc	FLIX	3732
Farmland Industries, Inc	FLIX	3733
Farmland Industries, Inc	FLIX	3734
Farmland Industries, Inc	FLIX	3735
Farmland Industries, Inc	FLIX	3736
Farmland Industries, Inc	FLIX	3737
Farmland Industries, Inc	FLIX	3738
Farmland Industries, Inc	FLIX	3739
Farmland Industries, Inc	FLIX	3740
Farmland Industries, Inc	FLIX	3741
Farmland Industries, Inc	FLIX	3742
Farmland Industries, Inc	FLIX	3743
Farmland Industries, Inc	FLIX	3744
Farmland Industries, Inc	FLIX	3745
Farmland Industries, Inc	FLIX	3746
Farmland Industries, Inc	FLIX	3747
Farmland Industries, Inc	FLIX	3748
Farmland Industries, Inc	FLIX	3749
Farmland Industries, Inc	FLIX	3750
Farmland Industries, Inc	FLIX	3751
Farmland Industries, Inc	FLIX	3752
Farmland Industries, Inc	FLIX	3753
Farmland Industries, Inc	FLIX	3754
Farmland Industries, Inc	FLIX	3755
Farmland Industries, Inc	FLIX	3756
Farmland Industries, Inc	FLIX	3757
Farmland Industries, Inc	FLIX	3758
Farmland Industries, Inc	FLIX	3759
Farmland Industries, Inc	FLIX	3760
Farmland Industries, Inc	FLIX	3761
Farmland Industries, Inc	FLIX	3762
Farmland Industries, Inc	FLIX	3763
Farmland Industries, Inc	FLIX	3764
Farmland Industries, Inc	FLIX	3765
Farmland Industries, Inc	FLIX	3766
Farmland Industries, Inc	FLIX	3767
Farmland Industries, Inc	FLIX	3768
Farmland Industries, Inc	FLIX	3770
Farmland Industries, Inc	FLIX	3771
Farmland Industries, Inc	FLIX	3772
Farmland Industries, Inc	FLIX	3773
Farmland Industries, Inc	FLIX	3774
Farmland Industries, Inc	FLIX	3775
Farmland Industries, Inc	FLIX	3776
Farmland Industries, Inc	FLIX	3777
Farmland Industries, Inc	FLIX	3778
Farmland Industries, Inc	FLIX	3779
Farmland Industries, Inc	FLIX	3780
Farmland Industries, Inc	FLIX	3781
Farmland Industries, Inc	FLIX	3782
Farmland Industries, Inc	FLIX	3783
Farmland Industries, Inc	FLIX	3784
Farmland Industries, Inc	FLIX	3785
Farmland Industries, Inc	FLIX	3786
Farmland Industries, Inc	FLIX	3787
Farmland Industries, Inc	FLIX	3788

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
Farmland Industries, Inc.	FLIX	3861
Farmland Industries, Inc.	FLIX	3862
Farmland Industries, Inc.	FLIX	3863
Farmland Industries, Inc.	FLIX	3864
Farmland Industries, Inc.	FLIX	3866
Farmland Industries, Inc.	FLIX	3867
Farmland Industries, Inc.	FLIX	3868
Farmland Industries, Inc.	FLIX	3869
Farmland Industries, Inc.	FLIX	3870
Farmland Industries, Inc.	FLIX	3871
Farmland Industries, Inc.	FLIX	3872
Farmland Industries, Inc.	FLIX	3873
Farmland Industries, Inc.	FLIX	3874
Farmland Industries, Inc.	FLIX	3875
Farmland Industries, Inc.	FLIX	3876
Farmland Industries, Inc.	FLIX	3877
Farmland Industries, Inc.	FLIX	3878
Farmland Industries, Inc.	FLIX	3879
Farmland Industries, Inc.	FLIX	3880
Farmland Industries, Inc.	FLIX	3881
Farmland Industries, Inc.	FLIX	3882
Farmland Industries, Inc.	FLIX	3883
Farmland Industries, Inc.	FLIX	3884
Farmland Industries, Inc.	FLIX	3885
Farmland Industries, Inc.	FLIX	3886
Farmland Industries, Inc.	FLIX	3887
Farmland Industries, Inc.	FLIX	3888
Farmland Industries, Inc.	FLIX	3889
Farmland Industries, Inc.	FLIX	3890
Farmland Industries, Inc.	FLIX	3891
Farmland Industries, Inc.	FLIX	3892
Farmland Industries, Inc.	FLIX	3893
Farmland Industries, Inc.	FLIX	3894
Farmland Industries, Inc.	FLIX	3895
Farmland Industries, Inc.	FLIX	3896
Farmland Industries, Inc.	FLIX	3897
Farmland Industries, Inc.	FLIX	3898
Farmland Industries, Inc.	FLIX	3899











**Lessee Name**

The Burlington Northern and Santa Fe Railway Company  
The Burlington Northern and Santa Fe Railway Company  
The Burlington Northern and Santa Fe Railway Company  
The Burlington Northern and Santa Fe Railway Company

**Car Mark**

CEFX  
CEFX  
CEFX  
CEFX

**Car Number**

60716  
60717  
60718  
60719















**Lessee Name**

Northern Indiana Public Service Company  
Northern Indiana Public Service Company

**Car Mark**

NORX  
NORX  
NORX  
NORX  
NORX  
NORX  
NORX

**Car Number**

4353  
4354  
4355  
4356  
4357  
4358  
4359



<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
Elgin, Joliet and Eastern Railway Company	EJE	7471
Elgin, Joliet and Eastern Railway Company	EJE	7472
Elgin, Joliet and Eastern Railway Company	EJE	7473
Elgin, Joliet and Eastern Railway Company	EJE	7474
Elgin, Joliet and Eastern Railway Company	EJE	7475
Elgin, Joliet and Eastern Railway Company	EJE	7476
Elgin, Joliet and Eastern Railway Company	EJE	7477
Elgin, Joliet and Eastern Railway Company	EJE	7478
Elgin, Joliet and Eastern Railway Company	EJE	7479
Elgin, Joliet and Eastern Railway Company	EJE	7480
Elgin, Joliet and Eastern Railway Company	EJE	7481
Elgin, Joliet and Eastern Railway Company	EJE	7482
Elgin, Joliet and Eastern Railway Company	EJE	7483
Elgin, Joliet and Eastern Railway Company	EJE	7484
Elgin, Joliet and Eastern Railway Company	EJE	7485
Elgin, Joliet and Eastern Railway Company	EJE	7486
Elgin, Joliet and Eastern Railway Company	EJE	7487
Elgin, Joliet and Eastern Railway Company	EJE	7488
Elgin, Joliet and Eastern Railway Company	EJE	7489
Elgin, Joliet and Eastern Railway Company	EJE	7490
Elgin, Joliet and Eastern Railway Company	EJE	7491
Elgin, Joliet and Eastern Railway Company	EJE	7492
Elgin, Joliet and Eastern Railway Company	EJE	7493
Elgin, Joliet and Eastern Railway Company	EJE	7494
Elgin, Joliet and Eastern Railway Company	EJE	7495
Elgin, Joliet and Eastern Railway Company	EJE	7496
Elgin, Joliet and Eastern Railway Company	EJE	7497
Elgin, Joliet and Eastern Railway Company	EJE	7498
Elgin, Joliet and Eastern Railway Company	EJE	7499





## **EXHIBIT B**

### **LEASES**

#### **List of Leases and Other Operative Agreements**

1. Master Net Railcar Lease made as of April 5, 2001, and effective as of April 27, 1999, between The CIT Group/Equipment Financing, Inc. and The Burlington Northern and Santa Fe Railway Company.

Schedule No. 02 to Master Net Railcar Lease made as of June 4, 2001, and effective as of March 1, 2000, entered into by and between The CIT Group/Equipment Financing, Inc. and The Burlington Northern Santa Fe Railway Company.

Memorandum of Net Railcar Lease dated as of June 4, 2001, between The CIT Group/Equipment Financing, Inc. and The Burlington Northern and Santa Fe Railway Company.

2. Master Railcar Lease made as of July 16, 1998, between The CIT Group/Equipment Financing, Inc. and BC Rail Partnership.

Rider No. 01 to Master Railcar Lease made as of July 16, 1998, between The CIT Group/Equipment Financing, Inc. and BC Rail Partnership.

Memorandum of Railcar Lease dated as of July 16, 1998, between The CIT Group/Equipment Financing, Inc. and BC Rail Partnership.

Internal Memorandum from The CIT Group/Equipment Financing, Inc. dated June 22, 1998, indicating acceptability of the indemnification provision of the Master Railcar Lease made as of July 16, 1998.

Letter from BC Rail Partnership to The CIT Group/Equipment Financing dated as of May 22, 1997, describing the risk retention and insurance program for British Columbia Company, its divisions and subsidiaries.

3. Railroad Car Net Lease Agreement dated June 26, 1995 between The CIT Group/Equipment Financing, Inc. (as assignee of Trinity Industries Leasing Company) and Farmland Industries, Inc.

Rider One to Railroad Car Net Lease Agreement dated October 30, 1995 between The CIT Group/Equipment Financing, Inc. (as assignee of Trinity Industries Leasing Company) and Farmland Industries, Inc.

Memorandum of Lease and Assignment of Lease dated as of September 29, 2000, by and between Trinity Industries Leasing Company, as assignor and The CIT Group/Equipment Financing, Inc. as assignee.

4. Master Net Railcar Lease made as of April 5, 2001, and effective as of April 27, 1999, between The CIT Group/Equipment Financing, Inc. and The Burlington Northern and Santa Fe Railway Company.

Schedule No. 01 to Master Net Railcar Lease made as of April 5, 2001, and effective as of April 27, 1999, entered into by and between The CIT Group/Equipment Financing, Inc. and The Burlington Northern and Santa Fe Railway Company.

Memorandum of Master Net Railcar Lease dated as of April 5, 2001, between The CIT Group/Equipment Financing, Inc. and The Burlington Northern and Santa Fe Railway Company.

5. Railroad Car Net Lease Agreement dated March 31, 1998, between The CIT Group/Equipment Financing, Inc. (as assignee of Trinity Industries Leasing Company) and AT Plastics Inc.

Rider One to Railroad Car Net Lease Agreement dated March 31, 1998, between The CIT Group/Equipment Financing, Inc. (as assignee of Trinity Industries Leasing Company) and AT Plastics Inc.

Amendment No. 1 to Rider One to Railcar Net Lease Agreement dated as of June 27, 2001, between The CIT Group/Equipment Financing, Inc. (as assignee of Trinity Industries Leasing Company) and AT Plastics, Inc.

Memorandum of Lease and Assignment of Lease dated as of September 29, 2000, entered into by and between Trinity Industries Leasing Company, as assignor and The CIT Group/Equipment Financing, Inc. as assignee.

6. Railroad Car Net Lease Agreement dated March 31, 1998, between The CIT Group/Equipment Financing, Inc. (as assignee of Trinity Industries Leasing Company) and AT Plastics Corporation.

Rider One to Railroad Car Net Lease Agreement dated July 9, 1999, between The CIT Group/Equipment Financing, Inc. (as assignee of Trinity Industries Leasing Company) and AT Plastics Corporation.

Amendment No. 1 to Rider One to Railcar Net Lease Agreement dated as of June 27, 2001, between The CIT Group/Equipment Financing, Inc. (as assignee of Trinity Industries Leasing Company) and AT Plastics Corporation.

Memorandum of Lease and Assignment of Lease dated as of September 29, 2000, entered into by and between Trinity Industries Leasing Company, as assignor and The CIT Group/Equipment Financing, Inc. as assignee.

7. Railcar Equipment Lease dated as of December 1, 1998 by and between The CIT Group/Equipment Financing, Inc. (as assignee of JAIX Leasing Company) and Northern Indiana Public Service Company.

Rider 1 to Railcar Equipment Lease dated as of December 1, 1998 between The CIT Group/Equipment Financing, Inc. (as assignee of JAIX Leasing Company) and Northern Indiana Public Service Company.

Memorandum of Railcar Equipment Lease dated as of December 1, 1998 between The CIT Group/Equipment Financing, Inc. (as assignee of JAIX Leasing Company) and Northern Indiana Public Service Company.

Assignment and Assumption Agreement dated as of June 1, 1999 between JAIX Leasing Company and The CIT Group/Equipment Financing, Inc.

Memorandum of Assignment and Assumption Agreement dated as of June 1, 1999 between JAIX Leasing Company, as assignor, and The CIT Group/Equipment Financing, Inc., as assignee.

Consent and Agreement made as of June 1, 1999 among JAIX Leasing Company, Northern Indiana Public Service Company and The CIT Group/Equipment Financing, Inc.

8. Master Railcar Lease Agreement dated April 30, 1993 between The CIT Group/Equipment Financing, Inc. and Elgin, Joliet and Eastern Railway Company.

Rider A to Master Railcar Lease Agreement dated April 30, 1993 between The CIT Group/Equipment Financing, Inc. and Elgin Joliet and Eastern Railway Company.

Assignment of Purchase Order by Elgin, Joliet and Eastern Railway Company to The CIT Group/Equipment Financing, Inc.

Acknowledgement and Consent of Thrall Car Manufacturing Company

Guaranty Agreement dated as of April 30, 1993 between The CIT Group/Equipment Financing, Inc. and Transtar, Inc.

Assignment and Security Agreement granted as of April 30, 1993 by Elgin, Joliet and Eastern Railway Company to The CIT Group/Equipment Financing, Inc.

Supplement and Acceptance Certificate No. 1 by The CIT Group/Equipment Financing, Inc. and Elgin, Joliet and Eastern Railway Company, covering EJE 7400-7412.

Supplement and Acceptance Certificate No. 2 by The CIT Group/Equipment Financing, Inc. and Elgin, Joliet and Eastern Railway Company, covering EJE 7413-7430, EJE 7432-7434, and EJE 7437.

Supplement and Acceptance Certificate No. 3 by The CIT Group/Equipment Financing, Inc. and Elgin, Joliet and Eastern Railway Company, covering EJE 7431, 7435, 7436, 7438-7447.

Supplement and Acceptance Certificate No. 4 by The CIT Group/Equipment Financing, Inc. and Elgin, Joliet and Eastern Railway Company, covering EJE 7448-7462.

Supplement and Acceptance Certificate No. 5 by The CIT Group/Equipment Financing, Inc. and Elgin, Joliet and Eastern Railway Company, covering EJE 7463-7466, EJE 7469, EJE 7470, EJE 7472.

Supplement and Acceptance Certificate No. 6 by The CIT Group/Equipment Financing, Inc. and Elgin, Joliet and Eastern Railway Company, covering EJE 7467, 7468, 7471, 7473-7481, 7483 and 7484.

Supplement and Acceptance Certificate No. 7 by The CIT Group/Equipment Financing, Inc. and Elgin, Joliet and Eastern Railway Company, covering EJE 7482, 7485-7499.

Amendment Agreement to Master Railcar Lease Agreement dated as of May 25, 1993 by and between The CIT Group/Equipment Financing, Inc. and Elgin, Joliet and Eastern Railway Company.

Amendment Agreement to Master Railcar Lease Agreement dated as of June 30, 1993, by and between The CIT Group/Equipment Financing, Inc. and Elgin, Joliet and Eastern Railway Company.

Letter from Transtar, Inc. to The CIT Group/Equipment Financing, Inc. dated February 26, 2001 regarding the reorganization of Transtar, Inc.

Letter from The CIT Group/Equipment Financing, Inc. to Elgin, Joliet and Eastern Railway Company dated July 6, 1993 regarding the correction of errors in Section 4(a) of the Master Railcar Lease.

9. Master Lease Agreement dated December 27, 1990 between The CIT Group/Equipment Financing, Inc. and Commonwealth Edison Company.

Purchase Agreement Assignment dated December 28, 1990 between The CIT Group/Equipment Financing, Inc. and Commonwealth Edison Company.

Consent and Acknowledgement of Purchase Agreement Assignment dated December 26, 1990 by Thrall Car Manufacturing Company.

Acceptance Supplement No. 1 dated December 31, 1990 between The CIT Group/Equipment Financing, Inc. and Commonwealth Edison Company.

Bailment Agreement made as of December 28, 1990 among Union Pacific Railroad Company, as bailee, Commonwealth Edison Company, as bailor, and acknowledged by The CIT Group/Equipment Financing, Inc.

Letter from Commonwealth Edison to American Association of Railroads dated January 11, 1993 stating that the Commonwealth Edison is changing the alphanumeric prefix on the railroad cars from "CHTT" to "CWEX."

Letter from Commonwealth Edison Company to The CIT Group/Equipment Financing, Inc. dated March 5, 1998 requesting consent of sublease to Union Pacific Railroad

Consent to Assignment and Assumption and Confirmation of Assumption between The CIT Group/Equipment Financing, Inc. and Exelon Generation Company, LLC consented to by the The CIT Group/Equipment Financing, Inc. on September 13, 2001 and confirmed by Exelon Generation Company, LLC on September 19, 2001.