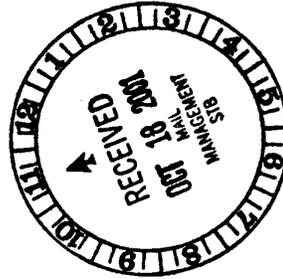




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October 16, 2001

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

23718

OCT 24 '01 2:49 PM  
TS  
SURFACE TRANSPORTATION BOARD

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 24, 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: **VAE NORTRAK CHEYENNE INC.**  
1740 Pacific Avenue, Cheyenne, WY 82007

**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: **VAE NORTRAK CHEYENNE INC.**, covering 25 mill gondola with reporting marks and numbers — CEFX 30225 – CEFX 30249 INCLUSIVE.

Please file this memorandum as a **PRIMARY** document 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  
Research/Development Coordinator



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Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 24<sup>th</sup> day of September 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and VAE NORTRAK CHEYENNE INC., a Wyoming corporation, with an address at 1740 Pacific Avenue, Cheyenne, WY 82007 (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 September 24, 2001 covering the equipment listed on Schedule A hereto (the "Equipment").

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: *Richard M. Latini*  
Name: RICHARD LATINI  
Title: VICE PRESIDENT/LEASING

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.

VAE NORTRAK CHEYENNE INC.

By: *James W. Rittmiller*  
Name: JAMES W. RITTMILLER  
Title: Controller

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SURFACE TRANSPORTATION BOARD

*R*

**SCHEDULE A**

Quantity  
25

Equipment Description  
52'-5'6"sided mill gondola

<u>Car Marks and Numbers</u>		
1	CEFX	30225
2	CEFX	30226
3	CEFX	30227
4	CEFX	30228
5	CEFX	30229
6	CEFX	30230
7	CEFX	30231
8	CEFX	30232
9	CEFX	30233
10	CEFX	30234
11	CEFX	30235
12	CEFX	30236
13	CEFX	30237
14	CEFX	30238
15	CEFX	30239
16	CEFX	30240
17	CEFX	30241
18	CEFX	30242
19	CEFX	30243
20	CEFX	30244
21	CEFX	30245
22	CEFX	30246
23	CEFX	30247
24	CEFX	30248
25	CEFX	30249

*WR*