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May 30, 2002

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

RECORDATION NO. 21713-E FILED

JUN 3 '02 2-04 PM

Dear Taledia,

SURFACE TRANSPORTATION BOARD

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of April 25, 2002 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: **CSX TRANSPORTATION, INC.**
Bell South Tower, J-220, 301 W. Bay Street, Jacksonville, FL 32202

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

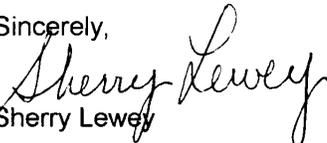
Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **CSX TRANSPORTATION, INC.**, covering 93 mill gondolas with reporting marks and numbers – CEFX TCMX034249 – CEFX TCMX034320, **NOT INCLUSIVE.**

Please file this memorandum as a **SECONDARY** document to Recordation #21713 dated 10/14/98 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) 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



LEXIS® Document Services
Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 25th day of April, 2002, 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 CSX TRANSPORTATION, INC., a Virginia corporation, with an address at Bell South Tower, J-220, 301 W. Bay Street, Jacksonville, FL 32202 (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 30, 1998 covering certain equipment described therein and pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on October 14, 1998 as recordation number 21713.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, 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: VICE PRESIDENT/RAIL RESOURCES

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.

CSX TRANSPORTATION, INC.

By: *Evan T. Bell*
Name: EVAN T. BELL
Title: DIRECTOR LEASE FINANCE

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SCHEDULE A

Quantity
93

Equipment Description
66' - 6' 0" sided mill gondolas

Car Marks and Numbers

1	CEFX	TCMX034249	47	CEFX	TCMX034320
2	CEFX	TCMX034250	48	CEFX	TCMX034321
3	CEFX	TCMX034251	49	CEFX	TCMX034322
4	CEFX	TCMX034252	50	CEFX	TCMX034323
5	CEFX	TCMX034253	51	CEFX	TCMX034324
6	CEFX	TCMX034254	52	CEFX	TCMX034325
7	CEFX	TCMX034255	53	CEFX	TCMX034326
8	CEFX	TCMX034256	54	CEFX	TCMX034327
9	CEFX	TCMX034257	55	CEFX	TCMX034328
10	CEFX	TCMX034258	56	CEFX	TCMX034329
11	CEFX	TCMX034259	57	CEFX	TCMX034330
12	CEFX	TCMX034260	58	CEFX	TCMX034331
13	CEFX	TCMX034261	59	CEFX	TCMX034332
14	CEFX	TCMX034262	60	CEFX	TCMX034333
15	CEFX	TCMX034263	61	CEFX	TCMX034334
16	CEFX	TCMX034264	62	CEFX	TCMX034335
17	CEFX	TCMX034265	63	CEFX	TCMX034336
18	CEFX	TCMX034266	64	CEFX	TCMX034337
19	CEFX	TCMX034267	65	CEFX	TCMX034338
20	CEFX	TCMX034268	66	CEFX	TCMX034339
21	CEFX	TCMX034269	67	CEFX	TCMX034340
22	CEFX	TCMX034270	68	CEFX	TCMX034341
23	CEFX	TCMX034271	69	CEFX	TCMX034342
24	CEFX	TCMX034272	70	CEFX	TCMX034343
25	CEFX	TCMX034284	71	CEFX	TCMX034344
26	CEFX	TCMX034289	72	CEFX	TCMX034345
27	CEFX	TCMX034290	73	CEFX	TCMX034346
28	CEFX	TCMX034291	74	CEFX	TCMX034347
29	CEFX	TCMX034292	75	CEFX	TCMX034348
30	CEFX	TCMX034293	76	CEFX	TCMX034349
31	CEFX	TCMX034294	77	CEFX	TCMX034350
32	CEFX	TCMX034295	78	CEFX	TCMX034351
33	CEFX	TCMX034296	79	CEFX	TCMX034352
34	CEFX	TCMX034297	80	CEFX	TCMX034353
35	CEFX	TCMX034301	81	CEFX	TCMX034358
36	CEFX	TCMX034302	82	CEFX	TCMX034364
37	CEFX	TCMX034309	83	CEFX	TCMX034366
38	CEFX	TCMX034310	84	CEFX	TCMX034367
39	CEFX	TCMX034311	85	CEFX	TCMX034368
40	CEFX	TCMX034312	86	CEFX	TCMX034372
41	CEFX	TCMX034314	87	CEFX	TCMX034416
42	CEFX	TCMX034315	88	CEFX	TCMX034417
43	CEFX	TCMX034316	89	CEFX	TCMX034418
44	CEFX	TCMX034317	90	CEFX	TCMX034429
45	CEFX	TCMX034318	91	CEFX	TCMX034430
46	CEFX	TCMX034319	92	CEFX	TCMX034432
			93	CEFX	TCMX034439