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June 11, 2002

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

RECORDATION NO. 23985-A FILED

JUN 12 '02 11:47 AM

SURFACE TRANSPORTATION BOARD

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of October 15, 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: **ELGIN JOLIET AND EASTERN RAILROAD CO.**
135 Jamison Lane, Monroeville, PA 15146-0068

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

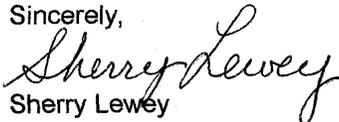
Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **ELGIN JOLIET AND EASTERN RAILROAD CO.**, covering 50 coil gondola cars with reporting marks and numbers – ATW 80501 – ATW 80646, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #23985 dated 6/3/02 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



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Research/Development Coordinator

Enclosure



MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 16th day of October, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and ELGIN JOLIET AND EASTERN RAILROAD CO., a Delaware corporation, with an address at 135 Jamison Lane, Monroeville, PA 15146-0068 (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 7, 2001, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on June 3, 2002 and given Recordation Number 23985.

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 J. 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.

ELGIN JOLIET AND EASTERN RAILROAD CO.

By: B. Culver
Name: CULVER, B. J.
Title: Director Equipment Activities

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SURFACE TRANSPORTATION BOARD

Schedule A

Number of Cars	Equipment Description
50	42' covered coil gondola car

#	Car Mark	Car Number	#	Car Mark	Car Number
1	ATW	80501			
2	ATW	80502			
3	ATW	80508			
4	ATW	80509			
5	ATW	80511			
6	ATW	80512			
7	ATW	80517			
8	ATW	80518			
9	ATW	80521			
10	ATW	80524			
11	ATW	80525			
12	ATW	80528			
13	ATW	80529			
14	ATW	80530			
15	ATW	80531			
16	ATW	80534			
17	ATW	80539			
18	ATW	80542			
19	ATW	80545			
20	ATW	80546			
21	ATW	80550			
22	ATW	80551			
23	ATW	80553			
24	ATW	80561			
25	ATW	80562			
26	ATW	80566			
27	ATW	80570			
28	ATW	80579			
29	ATW	80581			
30	ATW	80582			
31	ATW	80583			
32	ATW	80584			
33	ATW	80588			
34	ATW	80591			
35	ATW	80593			
36	ATW	80594			
37	ATW	80595			
38	ATW	80599			
39	ATW	80602			
40	ATW	80603			
41	ATW	80605			
42	ATW	80613			
43	ATW	80619			
44	ATW	80620			
45	ATW	80622			
46	ATW	80636			
47	ATW	80637			
48	ATW	80642			
49	ATW	80645			
50	ATW	80646			