



CORPORATION SERVICE COMPANY

RECORDATION NO. 25127 FILED

AUG 5 '04

12-20 PM

SURFACE TRANSPORTATION BOARD



August 3, 2004

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

RE: 128415-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of June 23, 2004 between the following parties:

Names and address of the following parties:

Lessor: **C.I.T. LEASING CORPORATION**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **TEXAS PACIFICO TRANSPORTATION, LTD.**
210 South Main Road, Brownwood, TX 76801

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: **TEXAS PACIFICO TRANSPORTATION, LTD.**, covering 6 rail cars with reporting marks and numbers: CEFX 400 -CEFX 409- NOT 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 thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea

MEMORANDUM OF USE AGREEMENT

THIS MEMORANDUM OF USE AGREEMENT dated as of this 23 day of June, 2004, is made by C.I.T. LEASING CORPORATION, a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and TEXAS PACIFICO TRANSPORTATION, LTD., a Texas corporation, with an address at 210 South Main Road, Brownwood, Texas 76801 (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 Use Agreement (the "Lease") dated as of 23/06/04 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.

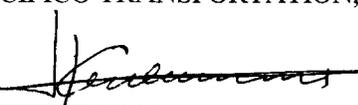
C.I.T. LEASING CORPORATION

Signature: 
Name: Richard Latini
Title: Senior Vice President
Date: 7-8-04

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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.

TEXAS PACIFICO TRANSPORTATION, LTD.

Signature: 
Name: Hilario Acablanco
Title: COO and Managing Director
Date: 23/06/04

Signature: _____
Name: _____
Title: _____
Date: _____

SCHEDULE A

Equipment Description

<u>Quantity</u>	<u>Equipment Description</u>	<u>Road Mark and Numbers</u>	<u>Year Built</u>
Six (6)	Manufacturer: EMD	CEFX 400	1973
		CEFX 403	1970
	Model: GP38-2	CEFX 404	1967
		CEFX 407	1967
	Number of axles: 4	CEFX 408	1967
		CEFX 409	1969
	Horsepower: 2,000 HP Locomotives		

