

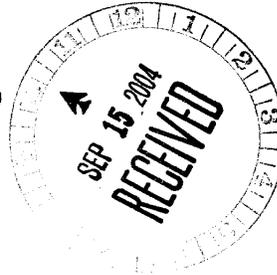


CORPORATION SERVICE COMPANY

RECORDATION NO. 23038-E FILED

SEP 15 '04 1-11 PM

SURFACE TRANSPORTATION BOARD



September 14, 2004

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

RE: 132217-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of June 22, 2004 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: **UNION PACIFIC RAILROAD COMPANY**  
1400 Douglas Street Omaha, NE 68179

**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: **UNION PACIFIC RAILROAD COMPANY**, covering 11 tank cars with reporting marks and numbers -CEFX 2784 - CEFX 7120 - NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #23038 dated 08/04/00 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  
Motor Vehicle Specialist  
Corporation Service Company  
801 Adlai Stevenson Drive  
Springfield, IL 62703  
(800) 995-5071 ext. 3813

MEMORANDUM OF LOCOMOTIVE LEASE

THIS MEMORANDUM OF NET LOCOMOTIVE LEASE dated as of this 22<sup>nd</sup> day of June 2004, 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 UNION PACIFIC RAILROAD COMPANY, a Delaware corporation, with an address at 1416 Dodge Street, Omaha, Nebraska 68179, (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 Net Locomotive Lease dated as of January 18, 1999 (the "Lease"), which Lease was duly filed with and recorded by the Surface Transportation Board on August 4, 2000, and given Recordation No. 23038; and

WHEREAS, the Parties have entered into Schedule No. 13 to the Lease respecting the equipment listed on Annex A hereto;

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Schedule No. 13, 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.

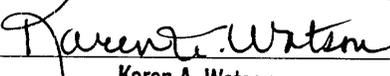
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC., as Lessor

By:   
Name: Richard Latini  
Title: Senior Vice President

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.

UNION PACIFIC RAILROAD COMPANY, as Lessee

By:   
Name: Karen A. Watson  
Title: General Director-  
Mechanical Purchasing

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ANNEX A

Units Leased

**GROUP A**

Twenty-eight (28) SD40-2 Locomotives bearing the following road mark and numbers:

CEFX	2784
CEFX	2785
CEFX	2786
CEFX	2787
CEFX	2788
CEFX	2789
CEFX	2790
CEFX	2791
CEFX	2792
CEFX	2794
CEFX	2795
CEFX	2797
CEFX	2798
CEFX	2799
CEFX	2800
CEFX	2801
CEFX	2802
CEFX	2803
CEFX	2804
CEFX	2805
CEFX	2806
CEFX	2807
CEFX	2810
CEFX	2812
CEFX	2813
CEFX	2814
CEFX	2815
CEFX	3174

**GROUP B**

Twelve (12) SD40-2 Locomotives bearing the following road mark and numbers:

CEFX	3153
CEFX	3156
CEFX	3158
CEFX	3159
CEFX	3161
CEFX	3162
CEFX	3165
CEFX	3167
CEFX	3171
CEFX	3178
CEFX	3179
CEFX	3180

**GROUP C**

Nine (9) SD40-2 Locomotives bearing the following road mark and numbers:

CEFX	3423
CEFX	6935
CEFX	7077
CEFX	7092
CEFX	7098
CEFX	7108
CEFX	7111
CEFX	7115
CEFX	7120