



CORPORATION SERVICE COMPANY

RECORDATION NO. 25275 FILED

November 1, 2004

NOV 03 2004 11-54 AM

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

SURFACE TRANSPORTATION BOARD



RE: 136359-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of October 20, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **SOO LINE RAILROAD COMPANY**  
401-9<sup>th</sup> Avenue SW Calgary, AB T2P4Z4, Canada

**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: **SOO LINE RAILROAD COMPANY**, covering 83 covered hopper cars with reporting marks and numbers: CEFX 12566 – CEFX 13622 - 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  
Motor Vehicle Specialist  
Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 20<sup>TH</sup> day of October, 2004, 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 SOO LINE RAILROAD COMPANY a Minnesota corporation, with an address at Gulf Canada Square, 401-9<sup>th</sup> Avenue S.W., Calgary, AB T2P 4Z4, Canada (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

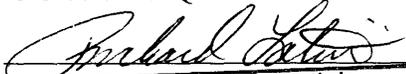
WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of August 26, 2004 covering the equipment listed on Schedule A hereto (the "Equipment")

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.

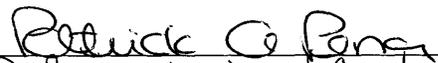
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that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

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By:   
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.

SOO LINE RAILROAD COMPANY

By:   
Name: VP Product Design & Customer Services  
Title: PATRICK Pender

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## Schedule A

Number of Cars	Equipment Description
83	5,161 C.F. covered hopper car with gravity gates and trough hatches

1	CEFX	12566		53	CEFX	13530
2	CEFX	12582		54	CEFX	13532
3	CEFX	12588		55	CEFX	13534
4	CEFX	12592		56	CEFX	13537
5	CEFX	12601		57	CEFX	13538
6	CEFX	12606		58	CEFX	13540
7	CEFX	12607		59	CEFX	13542
8	CEFX	12608		60	CEFX	13545
9	CEFX	12621		61	CEFX	13548
10	CEFX	12637		62	CEFX	13549
11	CEFX	12639		63	CEFX	13550
12	CEFX	12641		64	CEFX	13577
13	CEFX	12649		65	CEFX	13579
14	CEFX	12652		66	CEFX	13580
15	CEFX	12653		67	CEFX	13583
16	CEFX	12656		68	CEFX	13584
17	CEFX	12703		69	CEFX	13585
18	CEFX	12713		70	CEFX	13587
19	CEFX	12733		71	CEFX	13588
20	CEFX	12739		72	CEFX	13589
21	CEFX	12740		73	CEFX	13590
22	CEFX	12741		74	CEFX	13592
23	CEFX	12742		75	CEFX	13597
24	CEFX	12743		76	CEFX	13599
25	CEFX	12747		77	CEFX	13600
26	CEFX	12750		78	CEFX	13602
27	CEFX	12777		79	CEFX	13604
28	CEFX	12781		80	CEFX	13617
29	CEFX	12784		81	CEFX	13618
30	CEFX	12786		82	CEFX	13620
31	CEFX	12790		83	CEFX	13622
32	CEFX	12792				
33	CEFX	12800				
34	CEFX	12813				
35	CEFX	12818				
36	CEFX	12820				
37	CEFX	12821				
38	CEFX	12825				
39	CEFX	12830				
40	CEFX	12836				
41	CEFX	12843				
42	CEFX	12844				
43	CEFX	13500				
44	CEFX	13501				
45	CEFX	13503				
46	CEFX	13509				
47	CEFX	13513				
48	CEFX	13514				
49	CEFX	13515				
50	CEFX	13520				
51	CEFX	13521				
52	CEFX	13529				