



CORPORATION SERVICE COMPANY*

May 9, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
(202) 565-1656
(202) 565-9004 – Fax
Barbara.Saddler@stb.dot.gov

RE: 144202-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 26, 2004 between the following parties:

Names and address of the following parties:

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

Lessee: **UNION PACIFIC RAILROAD COMPANY**
1416 Dodge Street, Suite 200 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 131 refrigerated cars with reporting marks and numbers – ARMN 761504 – ARMN 762379 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 25190 dated 09/15/04 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-two dollars (\$32.00) 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,

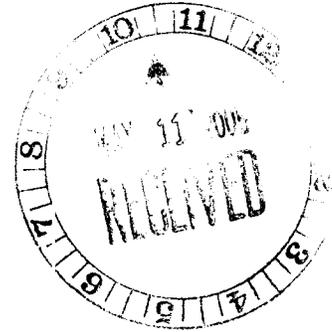
April O'Shea
Motor Vehicle Specialist
Corporation Service Company
801 Adlai Stevenson Drive
Springfield, IL 62703
(800) 995-5071 ext. 3813

RECORDATION NO. 25190-A FILED

MAY 13 2005

10-52 AM

SURFACE TRANSPORTATION BOARD



MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 26 day of August, 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 UNION PACIFIC RAILROAD COMPANY, a Delaware corporation, with an address at 1416 Dodge Street, Suite 200, Omaha, NE 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 Railcar Lease (the "Lease") dated as of July 9, 2004 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on 9/15, 2004 as Recordation Number 25190.

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 F. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

RECORDATION NO. 25190-A FILED
MAY 13 '05 10-52 AM
SURFACE TRANSPORTATION BOARD

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

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

Schedule A

Number of Cars			Equipment Description					
131			Refrigerated Cars					
1	ARMN	761504	53	ARMN	761832	105	ARMN	762179
2	ARMN	761507	54	ARMN	761838	106	ARMN	762183
3	ARMN	761509	55	ARMN	761845	107	ARMN	762186
4	ARMN	761513	56	ARMN	761848	108	ARMN	762193
5	ARMN	761524	57	ARMN	761850	109	ARMN	762195
6	ARMN	761525	58	ARMN	761857	110	ARMN	762201
7	ARMN	761531	59	ARMN	761862	111	ARMN	762209
8	ARMN	761557	60	ARMN	761866	112	ARMN	762215
9	ARMN	761559	61	ARMN	761869	113	ARMN	762228
10	ARMN	761564	62	ARMN	761879	114	ARMN	762233
11	ARMN	761572	63	ARMN	761881	115	ARMN	762238
12	ARMN	761573	64	ARMN	761893	116	ARMN	762241
13	ARMN	761575	65	ARMN	761906	117	ARMN	762258
14	ARMN	761583	66	ARMN	761907	118	ARMN	762262
15	ARMN	761584	67	ARMN	761908	119	ARMN	762264
16	ARMN	761586	68	ARMN	761913	120	ARMN	762277
17	ARMN	761588	69	ARMN	761923	121	ARMN	762292
18	ARMN	761590	70	ARMN	761925	122	ARMN	762296
19	ARMN	761596	71	ARMN	761931	123	ARMN	762313
20	ARMN	761598	72	ARMN	762002	124	ARMN	762321
21	ARMN	761613	73	ARMN	762003	125	ARMN	762324
22	ARMN	761618	74	ARMN	762010	126	ARMN	762331
23	ARMN	761621	75	ARMN	762014	127	ARMN	762334
24	ARMN	761636	76	ARMN	762017	128	ARMN	762359
25	ARMN	761637	77	ARMN	762020	129	ARMN	762360
26	ARMN	761643	78	ARMN	762031	130	ARMN	762365
27	ARMN	761651	79	ARMN	762033	131	ARMN	762379
28	ARMN	761654	80	ARMN	762039			
29	ARMN	761660	81	ARMN	762044			
30	ARMN	761661	82	ARMN	762045			
31	ARMN	761663	83	ARMN	762046			
32	ARMN	761671	84	ARMN	762049			
33	ARMN	761672	85	ARMN	762055			
34	ARMN	761678	86	ARMN	762060			
35	ARMN	761710	87	ARMN	762063			
36	ARMN	761716	88	ARMN	762071			
37	ARMN	761728	89	ARMN	762081			
38	ARMN	761729	90	ARMN	762088			
39	ARMN	761731	91	ARMN	762095			
40	ARMN	761741	92	ARMN	762096			
41	ARMN	761751	93	ARMN	762097			
42	ARMN	761763	94	ARMN	762103			
43	ARMN	761767	95	ARMN	762112			
44	ARMN	761775	96	ARMN	762127			
45	ARMN	761776	97	ARMN	762135			
46	ARMN	761801	98	ARMN	762139			
47	ARMN	761802	99	ARMN	762162			
48	ARMN	761803	100	ARMN	762163			
49	ARMN	761808	101	ARMN	762166			
50	ARMN	761820	102	ARMN	762174			
51	ARMN	761825	103	ARMN	762176			
52	ARMN	761827	104	ARMN	762177			