



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](mailto:Barbara.Saddler@stb.dot.gov)

RE: ~~144206-1~~ 144215-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of December 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, 20<sup>th</sup> 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 49 refrigerated cars with reporting marks and numbers – ARMN 761574 – ARMN 762381 – 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,

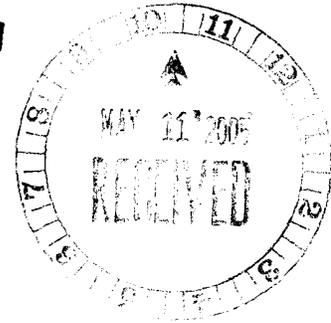
April O'Shea  
Motor Vehicle Specialist  
Corporation Service Company  
801 Adlai Stevenson Drive  
Springfield, IL 62703  
(800) 995-5071 ext. 3813

RECORDATION NO. 25190-B FILED

MAY 13 '05

10-58 AM

SURFACE TRANSPORTATION BOARD



MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 22nd day of December, 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 September 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-B FILED  
MAY 13 '05 10-58 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

Number of Cars	Equipment Description
49	Refrigerated Boxcars
1	ARMN 761574
2	ARMN 761601
3	ARMN 761623
4	ARMN 761625
5	ARMN 761645
6	ARMN 761657
7	ARMN 761665
8	ARMN 761723
9	ARMN 761765
10	ARMN 761768
11	ARMN 761769
12	ARMN 761772
13	ARMN 761784
14	ARMN 761807
15	ARMN 761816
16	ARMN 761828
17	ARMN 761856
18	ARMN 761872
19	ARMN 761882
20	ARMN 761888
21	ARMN 761904
22	ARMN 761933
23	ARMN 762008
24	ARMN 762015
25	ARMN 762053
26	ARMN 762057
27	ARMN 762070
28	ARMN 762072
29	ARMN 762086
30	ARMN 762091
31	ARMN 762093
32	ARMN 762101
33	ARMN 762107
34	ARMN 762138
35	ARMN 762204
36	ARMN 762205
37	ARMN 762206
38	ARMN 762211
39	ARMN 762227
40	ARMN 762235
41	ARMN 762242
42	ARMN 762244
43	ARMN 762300
44	ARMN 762308
45	ARMN 762323
46	ARMN 762328
47	ARMN 762342
48	ARMN 762353
49	ARMN 762381