



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: 144203-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of January 28, 2005 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 50 tank cars with reporting marks and numbers –DBUX 300607 – DBUX 300686 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 21833 dated 12/7/98 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,

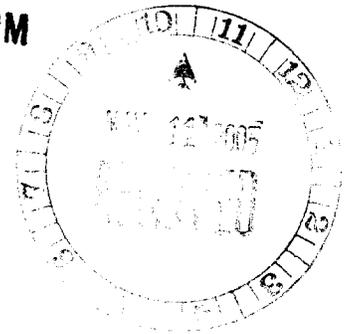
April O'Shea  
Motor Vehicle Specialist  
Corporation Service Company  
801 Adlai Stevenson Drive  
Springfield, IL 62703  
(800) 995-5071 ext. 3813

RECORDATION NO. 21833-R FILED

MAY 13 '05

12-37 PM

SURFACE TRANSPORTATION BOARD



MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 28<sup>th</sup> day of January, 2005, 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 1400 Douglas Street, STOP 0780, Omaha, Nebraska 68179-0780 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

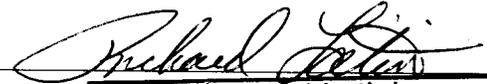
WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of November 11, 1998, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on December 7, 1998 and given Recordation Number 21833.

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.

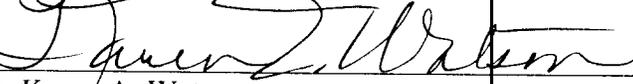
THE CIT GROUP/EQUIPMENT FINANCING, INC.

By:   
Name: Richard Latini  
Title: Senior Vice President

RECORDATION NO. 21833-R FILED  
MAY 13 '05 12-37 PM  
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:   
Name: Karen A. Watson  
Title: General Director Purchasing-Mechanical/IT

# Schedule A

Number of Cars

Equipment Description

50 28,000 through 31,000 gallon capacity tank cars, non coiled, non insulated

1	DBUX	300607
2	DBUX	300629
3	DBUX	300631
4	DBUX	300632
5	DBUX	300633
6	DBUX	300634
7	DBUX	300636
8	DBUX	300637
9	DBUX	300638
10	DBUX	300641
11	DBUX	300642
12	DBUX	300643
13	DBUX	300644
14	DBUX	300645
15	DBUX	300646
16	DBUX	300647
17	DBUX	300648
18	DBUX	300650
19	DBUX	300651
20	DBUX	300652
21	DBUX	300653
22	DBUX	300654
23	DBUX	300655
24	DBUX	300656
25	DBUX	300657
26	DBUX	300658
27	DBUX	300659
28	DBUX	300660
29	DBUX	300661
30	DBUX	300662
31	DBUX	300663
32	DBUX	300664
33	DBUX	300665
34	DBUX	300666
35	DBUX	300667
36	DBUX	300668
37	DBUX	300669
38	DBUX	300670
39	DBUX	300671
40	DBUX	300672
41	DBUX	300673
42	DBUX	300674
43	DBUX	300675
44	DBUX	300676
45	DBUX	300677
46	DBUX	300678
47	DBUX	300679
48	DBUX	300680
49	DBUX	300681
50	DBUX	300686