



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: 143395-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of July 29, 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: **TEXAS OKLAHOMA AND EASTERN RAILROAD**  
33663 Weyerhaeuser Way South Mail Sort CH3J37 Federal Way, WA 98063

**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: **TEXAS OKLAHOMA AND EASTERN RAILROAD** covering 99 boxcars with reporting marks and numbers –ATW 763500 – ATW 767729 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 23313-A dated 12/19/00 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,

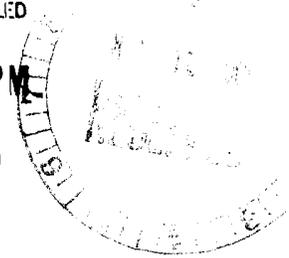
April O'Shea  
Motor Vehicle Specialist  
Corporation Service Company  
801 Adlai Stevenson Drive  
Springfield, IL 62703  
(800) 995-5071 ext. 3813

RECORDATION NO. 23313-B FILED

MAY 13 '05

1-05 PM

SURFACE TRANSPORTATION BOARD



MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 29<sup>th</sup> day of July, 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 TEXAS OKLAHOMA AND EASTERN RAILROAD, a Oklahoma corporation, with an address at 33663 Weyerhaeuser Way South, Mail Sort CH3J38, Federal Way, WA 98063-9777 (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 December 19, 2000, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on January 4, 2002 as Recordation Number 23313-A.

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 J. Mankowski*  
Name: Joseph Mankowski  
Title: Senior Vice President

RECORDATION NO. 23313-B FILED

MAY 13 05

1-05 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.

TEXAS OKLAHOMA AND EASTERN RAILROAD

By: *[Signature]*  
Name: *[Name]*  
Title: *[Title]*

# Schedule A

Number of Cars

Equipment Description

99 50' Plate C 12' plug door boxcar

1	ATW	763500	53	ATW	764617
2	ATW	763502	54	ATW	764626
3	ATW	763504	55	ATW	764639
4	ATW	764501	56	ATW	764666
5	ATW	764502	57	ATW	764709
6	ATW	764503	58	ATW	764728
7	ATW	764504	59	ATW	764730
8	ATW	764505	60	ATW	764736
9	ATW	764506	61	ATW	764737
10	ATW	764510	62	ATW	764739
11	ATW	764511	63	ATW	764740
12	ATW	764512	64	ATW	764741
13	ATW	764513	65	ATW	764743
14	ATW	764516	66	ATW	764748
15	ATW	764517	67	ATW	764754
16	ATW	764518	68	ATW	764757
17	ATW	764520	69	ATW	767508
18	ATW	764524	70	ATW	767510
19	ATW	764525	71	ATW	767512
20	ATW	764528	72	ATW	767513
21	ATW	764529	73	ATW	767517
22	ATW	764532	74	ATW	767520
23	ATW	764534	75	ATW	767522
24	ATW	764540	76	ATW	767525
25	ATW	764544	77	ATW	767528
26	ATW	764546	78	ATW	767532
27	ATW	764547	79	ATW	767535
28	ATW	764548	80	ATW	767536
29	ATW	764549	81	ATW	767537
30	ATW	764550	82	ATW	767538
31	ATW	764551	83	ATW	767540
32	ATW	764554	84	ATW	767541
33	ATW	764556	85	ATW	767542
34	ATW	764557	86	ATW	767544
35	ATW	764559	87	ATW	767545
36	ATW	764563	88	ATW	767546
37	ATW	764565	89	ATW	767562
38	ATW	764566	90	ATW	767565
39	ATW	764568	91	ATW	767600
40	ATW	764569	92	ATW	767700
41	ATW	764570	93	ATW	767701
42	ATW	764571	94	ATW	767710
43	ATW	764573	95	ATW	767712
44	ATW	764574	96	ATW	767713
45	ATW	764575	97	ATW	767720
46	ATW	764578	98	ATW	767727
47	ATW	764581	99	ATW	767729
48	ATW	764594			
49	ATW	764597			
50	ATW	764599			
51	ATW	764600			
52	ATW	764602			