



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: 144201-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of May 24, 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: **RAILTEX, INC.**  
4040 Broadway, Suite 200 San Antonio, TX 78209

**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: **RAILTEX, INC.** covering 2 locomotives with reporting marks and numbers –CEFX 2575 and CEFX 2630 – ~~XXXX~~ INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 23665 dated 09/21/01 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,

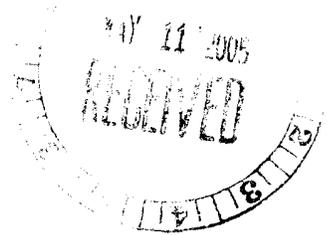
April O'Shea  
Motor Vehicle Specialist  
Corporation Service Company  
801 Adlai Stevenson Drive  
Springfield, IL 62703  
(800) 995-5071 ext. 3813

RECORDATION NO: 23665-D FILED

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SURFACE TRANSPORTATION BOARD



MEMORANDUM OF LOCOMOTIVE LEASE

THIS MEMORANDUM OF LOCOMOTIVE LEASE dated as of this 24th day of May, 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 RAILTEX, INC., a Texas corporation, with an address at 4040 Broadway, Suite 200, San Antonio, Texas 78209 (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 Locomotive Lease (the "Lease") dated as of August 10, 2001, covering certain equipment described therein and with respect to which a Memorandum of Locomotive Lease was filed with the Surface Transportation Board on September 21, 2001 and given Recordation Number 23665.

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: [Signature]  
Name: GERALD COSUMANO  
Title: EVN

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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.

RAILTEX, INC.  
By: [Signature]  
Name: STANLEY WLODAR  
Title: Pr-Purchaser

Schedule A

Quantity  
2

Equipment Description  
SW1500, 4 axles, 1,500 HP

Reporting Marks and Numbers  
CEFX 2575, CEFX 2630

I, Joseph L. Mankowski, a Senior Vice President of The CIT Group/Equipment Financing, Inc., a Delaware Corporation, hereby certify that attached hereto is a true, correct and complete copy of the original Memorandum of Locomotive Lease between The CIT Group/Equipment Financing, Inc. and Railtex, Inc., dated as of May 24, 2004.

In witness whereof, the undersigned has hereunto affixed his official signature on this \_\_\_\_\_ day of April 28, 2005.

By:   
Name: Joseph L. Mankowski  
Title: Senior Vice President