



CORPORATION SERVICE COMPANY

RECORDATION NO: 21078-C FILED

AUG 23 '05

2-48 PM

SURFACE TRANSPORTATION BOARD



August 22, 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: 146739-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of January 20, 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: **R.F. CUNNINGHAM & CO, INC.**  
CS 9022 Smithtown, NY 11787

**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: **R.F. CUNNINGHAM & CO, INC.** covering 47 hopper cars with reporting marks and numbers – CEFX 151425 – GRPX 944564 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 21078 dated 12/17/97 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) 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

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 20<sup>th</sup> day of JANUARY, 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 R.F. CUNNINGHAM & CO., INC., a New York corporation, with an address at CS 9022, SMITHTOWN, NY 11787 (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 9, 1997, 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 17, 1997 and given Recordation Number 21078.

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: *Richard Latiri*  
Name: Richard Latiri  
Title: Senior Vice President

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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.

R.F. CUNNINGHAM & CO., INC.

By: *Paul Zysset*  
Name: Paul Zysset  
Title: E.V.P.

# Schedule A

## Number of Cars

## Equipment Description

47 4,750 C.F. covered hopper car with gravity gates and trough hatches

1	CEFX	151425
2	CEFX	151431
3	CEFX	151447
4	CEFX	151450
5	CEFX	151454
6	CEFX	151773
7	CEFX	151776
8	CEFX	151779
9	CEFX	151786
10	CEFX	151791
11	CEFX	151802
12	CEFX	151814
13	CEFX	151817
14	CEFX	151867
15	CEFX	151884
16	CEFX	151939
17	CEFX	152238
18	CEFX	152247
19	CEFX	152299
20	CEFX	152305
21	CEFX	152306
22	CEFX	152324
23	CEFX	152325
24	CEFX	152333
25	CEFX	152334
26	CEFX	152353
27	CEFX	152361
28	CEFX	152367
29	CEFX	152385
30	CEFX	152490
31	CEFX	152491
32	CEFX	152498
33	CEFX	152503
34	CEFX	152520
35	CEFX	152704
36	CEFX	152705
37	GACX	4157
38	GACX	4203
39	GRPX	944063
40	GRPX	944136
41	GRPX	944140
42	GRPX	944288
43	GRPX	944295
44	GRPX	944348
45	GRPX	944432
46	GRPX	944534
47	GRPX	944564