



CORPORATION SERVICE COMPANY

RECORDATION NO. 25190-0 FILED

MAR 14 '07

4:19 PM

SURFACE TRANSPORTATION BOARD

March 12, 2007

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street NW Suite 70
Washington, DC 20423
202-565-1656

RE: 798417/005

Dear Barbara:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 03/26/2007

PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

Secondary STB Filing

A check is enclosed in the amount of \$34.00 to: Surface Transportation Board

Mailing instructions:

Forward the filing acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

Special instructions:

Lessee:

Union Pacific Railroad Company
1416 Dodge Street, Suite 200
Omaha, NE 68179

Lessor:

The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas, 20th Floor
New York, NY 10036

Thank you for your assistance in this matter.
Sincerely,

April O'Shea 1-800-995-5071 ext. 3813
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 21st 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 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

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MAR 14 '07 4:19 PM

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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.

UNION PACIFIC RAILROAD COMPANY

By: Karen A. Watson
Name: Karen A. Watson
Title: General Director
Mechanical Purchasing

1/21/05
3

Schedule A

Number of Cars			Equipment Description		
68 Refrigerated Cars					
1	ARMN	761502	53	ARMN	762251
2	ARMN	761514	54	ARMN	762265
3	ARMN	761538	55	ARMN	762267
4	ARMN	761545	56	ARMN	762274
5	ARMN	761548	57	ARMN	762283
6	ARMN	761577	58	ARMN	762311
7	ARMN	761579	59	ARMN	762316
8	ARMN	761592	60	ARMN	762319
9	ARMN	761616	61	ARMN	762341
10	ARMN	761617	62	ARMN	762345
11	ARMN	761702	63	ARMN	762361
12	ARMN	761707	64	ARMN	762366
13	ARMN	761721	65	ARMN	762369
14	ARMN	761736	66	ARMN	762371
15	ARMN	761740	67	ARMN	762378
16	ARMN	761742	68	ARMN	762380
17	ARMN	761748			
18	ARMN	761786			
19	ARMN	761791			
20	ARMN	761812			
21	ARMN	761839			
22	ARMN	761842			
23	ARMN	761858			
24	ARMN	761864			
25	ARMN	761867			
26	ARMN	761874			
27	ARMN	761877			
28	ARMN	761896			
29	ARMN	761922			
30	ARMN	761924			
31	ARMN	762018			
32	ARMN	762021			
33	ARMN	762032			
34	ARMN	762085			
35	ARMN	762094			
36	ARMN	762098			
37	ARMN	762109			
38	ARMN	762111			
39	ARMN	762114			
40	ARMN	762121			
41	ARMN	762124			
42	ARMN	762125			
43	ARMN	762128			
44	ARMN	762146			
45	ARMN	762158			
46	ARMN	762181			
47	ARMN	762185			
48	ARMN	762187			
49	ARMN	762189			
50	ARMN	762226			
51	ARMN	762237			
52	ARMN	762250			