



CORPORATION SERVICE COMPANY

RECORDATION NO 26982 FILED

MAY 24 '07

3-08 PM

SURFACE TRANSPORTATION BOARD



May 23, 2007

Karen January
Surface Transportation Board
Recordation Office
395 East Street SW
Washington, DC 20423
202-245-0401

RE: 914204/005

Dear Karen:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 05/31/2007

PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

Primary STB Filing

A check is enclosed in the amount of \$35.00 to: Surface Transportation Board

Mailing instructions:

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

Special instructions:

Lessee:

Southwest Rail Industries
601 South East Street
PO Box 65
Weimer, TX 78962

Lessor:

The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive, Suite 3000
Chicago, IL 60606

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 9th day of April, 2007, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 S. Wacker Drive, Suite 3000, Chicago, IL 60606 (the "Lessor"), and SOUTHWEST RAIL INDUSTRIES, a Texas corporation, with an address at 601 South East Street, PO Box 65, Weimer, TX 78962 (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 March 30, 2007 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on N/A, 2007 and given Recordation Number N/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 interest 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: Jeffrey T. Lytle
Title: SVP Leasing

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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.

SOUTHWEST RAIL INDUSTRIES

By: [Signature]
Name: Chris Garmoe
Title: President

Schedule A

Number of Cars	Equipment Description	
25	28,000 through 31,000 gallon capacity tank cars, non coiled, non insulated	
1	PLMX	30101
2	PLMX	30102
3	PLMX	30103
4	PLMX	30104
5	PLMX	30105
6	PLMX	30106
7	PLMX	30108
8	PLMX	30112
9	PLMX	30114
10	PLMX	30115
11	PLMX	30117
12	PLMX	30118
13	PLMX	30120
14	PLMX	30127
15	PLMX	30128
16	PLMX	30130
17	PLMX	30131
18	PLMX	30132
19	PLMX	30134
20	PLMX	30135
21	PLMX	30136
22	PLMX	30137
23	PLMX	30138
24	PLMX	30139
25	PLMX	30171