

# CONNELL FINANCE COMPANY, INC.

A SUBSIDIARY OF THE CONNELL COMPANY

200 CONNELL DRIVE

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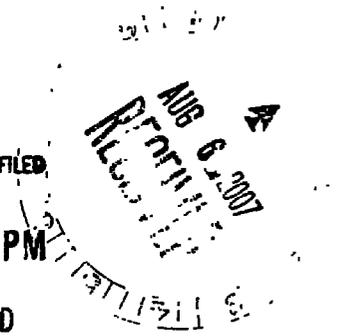
July 24, 2007

RECORDATION NO. 20845-A FILED

AUG 06 '07

4-20 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon Williams, Secretary  
Surface Transportation Board  
395 E St., S.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams:

I have enclosed an original and one copy of the secondary document described below, to be recorded pursuant to Section 11301 of Title 49 of the United States Code. The primary document to which this is connected is that certain Memorandum of Lease recorded under Recordation No. 20845, on September 2, 1997 at 4:01 P.M. (appearing on STB's website as 5:01 P.M.)

The enclosed secondary document is a MEMORANDUM OF AMENDED AND EXTENDED LEASE dated as of June 26, 2007 (the "Memorandum") by and between RAILTEX, INC., a Texas corporation ("Lessee") and L.I.C. ASSOCIATES, a Connecticut limited partnership ("Lessor").

The names and addresses of the parties to the Memorandum are as follows:

**Lessor:** L.I.C. Associates  
c/o General Electric Capital Corporation  
Attn: Manager- Rail Portfolio  
1600 Summer Street  
Stamford, CT 06927

**Lessee:** Railtex, Inc.  
5300 Broken Sound Blvd.  
Boca Raton, FL 33487

A description of the equipment covered by the Memorandum follows:

Ten (10) 1980-built EMD Model GP50 diesel electric locomotives with reporting marks of IORY 3100-3109, each inclusive.

A check in the amount of \$35.00 is enclosed to cover the fee for filing the Memorandum. Please return the copy of the Memorandum, time and date stamped as to

Mr. Vernon Williams, Secretary  
July 24, 2007  
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filing, to Mark R. Decker, Senior Vice President and General Counsel, Connell Finance Company, Inc., 200 Connell Drive, Berkeley Heights, NJ 07922.

A short summary of the Memorandum to appear in the index follows:

“Memorandum of Amended and Extended Lease of Railroad Equipment dated as of June 27, 2007 by and between Railtex, Inc. (“*Lessee*”) and L.I.C. Associates (“*Lessor*”), covering ten (10) GP50 diesel electric locomotives with reporting marks of IORY 3100 to 3109, each inclusive. It is connected to that certain Memorandum of Lease dated as of July 10, 1997 between Lessee and Lessor, which was recorded on September 2, 1997 at 4:01 P.M. (appearing on STB’s website as 5:01 P.M.) and given recordation number 20845.”

If you have any questions please do not hesitate to call the undersigned.

Sincerely,

**CONNELL FINANCE COMPANY, INC.**

A handwritten signature in black ink, appearing to read 'Mark R. Decker', written over a horizontal line.

Mark R. Decker  
Senior Vice President & General Counsel

Enclosure

AUG 06 '07

4-20 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF AMENDED AND EXTENDED LEASE**

This MEMORANDUM OF AMENDED AND EXTENDED LEASE, dated as of June 26, 2007, is between L.I.C. Associates, a Connecticut limited partnership ("Lessor"), and RailTex, Inc., a Texas corporation (the "Lessee").

1. By Memorandum of Lease dated as of July 10, 1997 and filed with the Surface Transportation Board on September 2, 1997 at 5:01 PM, bearing **Recordation Number 20845Y**, the parties gave notice of the Lease of Railroad Equipment dated as of July 10, 1997 (the "Lease"), under which Lessor has leased to Lessee ten (10) EMD Model GP 50 diesel electric locomotives, with **Road Numbers IORY 3010 through 3109, each inclusive** (the "Units").

2. This Memorandum gives notice that by Amendment to and Extension of Lease of Railroad Equipment dated as of June 26, 2007 between Lessor and Lessee (the "Amendment"), the Term of the Lease was extended for a period of six months, terminating on January 31, 2008 (the "First Extended Term"), unless earlier terminated or unless further extended per the provisions of the Lease, as amended.

3. During the First Extended Term, Lessee shall pay Rent for the Units as set forth in the Amendment.

3. This Memorandum of Lease is a summary of, and in all respects is subject to, the terms of the Lease, as amended by the Amendment.

IN WITNESS WHEREOF, Lessor and Lessee have each caused this Memorandum of Amended and Extended Lease to be duly executed.

LESSOR:

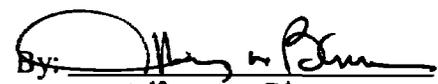
LESSEE:

**L.I.C. ASSOCIATES**

**RAILTEX, INC.**

By: General Electric Capital Corporation,  
its General Partner

By:   
Name: **R.T. STURGEON**  
Title: **ATTORNEY-IN-FACT**  
Date: **6/26/07**

By:   
Name: **Jeffrey M Bloom**  
Title: **VP Finance + Treasurer**  
Date: **7/2/07**

State of Connecticut

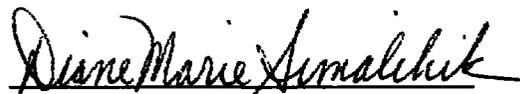
ss. (Stamford)

County of Fairfield

On this 26th day of June 2007, before me, Diane Marie Simalchik, the undersigned officer, personally appeared Richard T. Sturgeon, who acknowledged himself to be an Attorney-in-Fact of General Electric Capital Corporation, who is the General Partner of L.I.C. Associates, and that he as Attorney-in-Fact, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Attorney-in-Fact.

In witness whereof I hereunto set my hand.

**DIANE MARIE SIMALCHIK**  
**NOTARY PUBLIC**  
**MY COMMISSION EXPIRES NOV. 30, 2010**

  
Diane Marie Simalchik  
Notary Public

My Commission Expires:  
November 30, 2010

STATE OF )  
COUNTY OF ) ss:

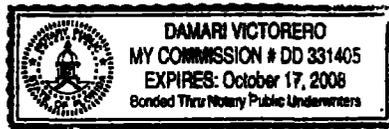
On this \_\_\_\_\_ day of \_\_\_\_\_, 2007, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of General Electric Capital Corporation, the general partner of L.I.C. Associates, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Signature of Notary Public  
My Commission expires:

STATE OF Florida )  
COUNTY OF Palm Beach ) ss:

On this 20<sup>th</sup> day of July, 2007, before me personally appeared Jeffrey M Bloom, to me personally known, who being by me duly sworn, says that (s)he is the VP Finance + Treasurer of RailTex, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Damari Victorero  
Signature of Notary Public  
My Commission expires:



SCHEDULE I  
TO MEMORANDUM OF LEASE

Units of Equipment

<u>Equipment Description</u>	<u>Quantity</u>	<u>Road Numbers</u>
1980 built EMD GP50 diesel, electric locomotives	10	IORY 3100-3109, each inclusive