

RECORDATION NO. 27364 FILED

FEB 01 '08 -11 10 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

February 1, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of February 1, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: Compass Rail XIII Corporation
750 Battery Street, Suite 430
San Francisco, CA 94111

[Lessee: Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179]

Anne K. Quinlan, Esquire
January 31, 2008
Page 2

A description of the railroad equipment covered by the enclosed document is:

701 bi-level autoracks within the series UPL 52589 - UPL 53641 and 85 bi-level autoracks to be rebuilt within the series UPL 52625 - UPL 53624 as more particularly set forth in the attachment to the document.

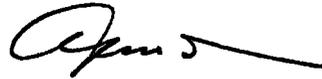
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 27364 FILED

FEB 01 '08 -11 10 AM

MEMORANDUM OF LEASE
As of February 1, 2008

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE is intended to evidence the Master Lease Agreement made and entered into as of October 22, 2003 between Seller and Lessee, together with (and only to the extent of) Rider No. 1 to Master Lease Agreement No. 5188, dated December 1, 2003 (together, the "Lease") between COMPASS RAIL XIII CORPORATION with offices at 750 Battery Street, Suite 430, San Francisco, CA 94111 (successor to GATX Corporation) ("Lessor") and UNION PACIFIC RAILROAD COMPANY a Delaware corporation with offices at 1416 Dodge Street, Omaha, NE 68179 ("Lessee"). This Memorandum of Lease is entered into for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board ("STB") under 49 U.S.C. Section 11301 and with the Registrar General of Canada under applicable law.

Pursuant to the Lease, the Lessor has leased to the Lessee the Autoracks specified on Schedule 1 attached hereto.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Memorandum to be executed all as of the date first above written.

LESSOR:

Compass Rail XIII Corporation

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 Lessor. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

By: 
Title: Stephen C. Bleneman
Dated: President

SCHEDULE 1: AUTORACKS

Seven Hundred and Eighty-Six Bi-Level Autoracks with the following identifying marks:

Schedule of 786 Autoracks

701 rebuilt bi-level Autoracks

| Rack Count | New Rack Mark | New Rack No. | Rack Count | New Rack Mark | New Rack No. | Rack Count | New Rack Mark | New Rack No. | Rack Count | New Rack Mark | New Rack No. |
|-------------------|----------------------|---------------------|-------------------|----------------------|---------------------|-------------------|----------------------|---------------------|-------------------|----------------------|---------------------|
| 1 | UPL | 53560 | 176 | UPL | 52830 | 351 | UPL | 52880 | 526 | UPL | 53313 |
| 2 | UPL | 53320 | 177 | UPL | 52655 | 352 | UPL | 52939 | 527 | UPL | 52927 |
| 3 | UPL | 53603 | 178 | UPL | 52716 | 353 | UPL | 53481 | 528 | UPL | 53368 |
| 4 | UPL | 53399 | 179 | UPL | 52637 | 354 | UPL | 53038 | 529 | UPL | 53518 |
| 5 | UPL | 53610 | 180 | UPL | 52601 | 355 | UPL | 53046 | 530 | UPL | 52809 |
| 6 | UPL | 53489 | 181 | UPL | 52622 | 356 | UPL | 53535 | 531 | UPL | 52775 |
| 7 | UPL | 52674 | 182 | UPL | 52756 | 357 | UPL | 53552 | 532 | UPL | 53640 |
| 8 | UPL | 53419 | 183 | UPL | 52796 | 358 | UPL | 52899 | 533 | UPL | 53462 |
| 9 | UPL | 52688 | 184 | UPL | 52937 | 359 | UPL | 52726 | 534 | UPL | 53600 |
| 10 | UPL | 53021 | 185 | UPL | 52819 | 360 | UPL | 52940 | 535 | UPL | 52768 |
| 11 | UPL | 52974 | 186 | UPL | 52727 | 361 | UPL | 53546 | 536 | UPL | 52812 |
| 12 | UPL | 53463 | 187 | UPL | 52747 | 362 | UPL | 53360 | 537 | UPL | 53312 |
| 13 | UPL | 52777 | 188 | UPL | 52722 | 363 | UPL | 53548 | 538 | UPL | 53030 |
| 14 | UPL | 52811 | 189 | UPL | 52707 | 364 | UPL | 53452 | 539 | UPL | 53559 |
| 15 | UPL | 52816 | 190 | UPL | 52699 | 365 | UPL | 53001 | 540 | UPL | 52900 |
| 16 | UPL | 53004 | 191 | UPL | 52592 | 366 | UPL | 53382 | 541 | UPL | 52859 |
| 17 | UPL | 52643 | 192 | UPL | 52599 | 367 | UPL | 52751 | 542 | UPL | 53593 |
| 18 | UPL | 52918 | 193 | UPL | 52591 | 368 | UPL | 52979 | 543 | UPL | 53310 |
| 19 | UPL | 53502 | 194 | UPL | 52619 | 369 | UPL | 53471 | 544 | UPL | 53395 |
| 20 | UPL | 53609 | 195 | UPL | 53513 | 370 | UPL | 52879 | 545 | UPL | 52982 |
| 21 | UPL | 53596 | 196 | UPL | 52682 | 371 | UPL | 53022 | 546 | UPL | 52855 |
| 22 | UPL | 52616 | 197 | UPL | 52686 | 372 | UPL | 53392 | 547 | UPL | 52931 |
| 23 | UPL | 53633 | 198 | UPL | 52843 | 373 | UPL | 53340 | 548 | UPL | 53449 |
| 24 | UPL | 53486 | 199 | UPL | 52590 | 374 | UPL | 53500 | 549 | UPL | 52728 |
| 25 | UPL | 52702 | 200 | UPL | 52677 | 375 | UPL | 53404 | 550 | UPL | 52754 |
| 26 | UPL | 52711 | 201 | UPL | 52826 | 376 | UPL | 53033 | 551 | UPL | 52907 |
| 27 | UPL | 53298 | 202 | UPL | 52698 | 377 | UPL | 52946 | 552 | UPL | 53568 |
| 28 | UPL | 52708 | 203 | UPL | 52670 | 378 | UPL | 53503 | 553 | UPL | 52837 |
| 29 | UPL | 52663 | 204 | UPL | 52666 | 379 | UPL | 53492 | 554 | UPL | 52724 |
| 30 | UPL | 52692 | 205 | UPL | 52929 | 380 | UPL | 52850 | 555 | UPL | 53432 |
| 31 | UPL | 52683 | 206 | UPL | 52805 | 381 | UPL | 53443 | 556 | UPL | 53542 |
| 32 | UPL | 52634 | 207 | UPL | 52651 | 382 | UPL | 53303 | 557 | UPL | 52948 |
| 33 | UPL | 53401 | 208 | UPL | 52935 | 383 | UPL | 53381 | 558 | UPL | 53512 |
| 34 | UPL | 52617 | 209 | UPL | 52681 | 384 | UPL | 52820 | 559 | UPL | 52864 |
| 35 | UPL | 52648 | 210 | UPL | 52676 | 385 | UPL | 52867 | 560 | UPL | 53041 |
| 36 | UPL | 52876 | 211 | UPL | 52759 | 386 | UPL | 52936 | 561 | UPL | 53620 |
| 37 | UPL | 52642 | 212 | UPL | 52773 | 387 | UPL | 52984 | 562 | UPL | 53623 |
| 38 | UPL | 53011 | 213 | UPL | 52646 | 388 | UPL | 52761 | 563 | UPL | 53528 |
| 39 | UPL | 52665 | 214 | UPL | 53544 | 389 | UPL | 53538 | 564 | UPL | 53588 |
| 40 | UPL | 52629 | 215 | UPL | 52611 | 390 | UPL | 53016 | 565 | UPL | 53545 |
| 41 | UPL | 52693 | 216 | UPL | 52604 | 391 | UPL | 52807 | 566 | UPL | 53507 |
| 42 | UPL | 52813 | 217 | UPL | 52658 | 392 | UPL | 53566 | 567 | UPL | 53511 |
| 43 | UPL | 52614 | 218 | UPL | 52662 | 393 | UPL | 53456 | 568 | UPL | 53540 |
| 44 | UPL | 52917 | 219 | UPL | 52615 | 394 | UPL | 52786 | 569 | UPL | 53529 |

| | | | | | | | | | | | |
|----|-----|-------|-----|-----|-------|-----|-----|-------|-----|-----|-------|
| 45 | UPL | 52966 | 220 | UPL | 52717 | 395 | UPL | 53424 | 570 | UPL | 53627 |
| 46 | UPL | 52653 | 221 | UPL | 53391 | 396 | UPL | 52976 | 571 | UPL | 53636 |
| 47 | UPL | 52710 | 222 | UPL | 52853 | 397 | UPL | 53581 | 572 | UPL | 53599 |
| 48 | UPL | 52689 | 223 | UPL | 53523 | 398 | UPL | 52834 | 573 | UPL | 53478 |
| 49 | UPL | 52639 | 224 | UPL | 52675 | 399 | UPL | 52904 | 574 | UPL | 53470 |
| 50 | UPL | 52664 | 225 | UPL | 52748 | 400 | UPL | 53466 | 575 | UPL | 52750 |
| 51 | UPL | 52613 | 226 | UPL | 53347 | 401 | UPL | 53355 | 576 | UPL | 52992 |
| 52 | UPL | 52661 | 227 | UPL | 52605 | 402 | UPL | 52743 | 577 | UPL | 53469 |
| 53 | UPL | 52610 | 228 | UPL | 52659 | 403 | UPL | 52720 | 578 | UPL | 52825 |
| 54 | UPL | 52679 | 229 | UPL | 52993 | 404 | UPL | 52858 | 579 | UPL | 52833 |
| 55 | UPL | 52606 | 230 | UPL | 52947 | 405 | UPL | 53551 | 580 | UPL | 53521 |
| 56 | UPL | 52647 | 231 | UPL | 53584 | 406 | UPL | 53414 | 581 | UPL | 53488 |
| 57 | UPL | 52608 | 232 | UPL | 52640 | 407 | UPL | 53010 | 582 | UPL | 53434 |
| 58 | UPL | 52602 | 233 | UPL | 52690 | 408 | UPL | 53619 | 583 | UPL | 52735 |
| 59 | UPL | 52654 | 234 | UPL | 52623 | 409 | UPL | 52831 | 584 | UPL | 53477 |
| 60 | UPL | 52632 | 235 | UPL | 52684 | 410 | UPL | 52797 | 585 | UPL | 52806 |
| 61 | UPL | 53480 | 236 | UPL | 53346 | 411 | UPL | 53612 | 586 | UPL | 53641 |
| 62 | UPL | 53352 | 237 | UPL | 53563 | 412 | UPL | 53438 | 587 | UPL | 52889 |
| 63 | UPL | 52598 | 238 | UPL | 52680 | 413 | UPL | 53444 | 588 | UPL | 52943 |
| 64 | UPL | 52741 | 239 | UPL | 52914 | 414 | UPL | 53495 | 589 | UPL | 52961 |
| 65 | UPL | 52870 | 240 | UPL | 52913 | 415 | UPL | 53590 | 590 | UPL | 53307 |
| 66 | UPL | 52660 | 241 | UPL | 53430 | 416 | UPL | 52952 | 591 | UPL | 53402 |
| 67 | UPL | 52596 | 242 | UPL | 53509 | 417 | UPL | 52945 | 592 | UPL | 53332 |
| 68 | UPL | 52871 | 243 | UPL | 53356 | 418 | UPL | 52737 | 593 | UPL | 53604 |
| 69 | UPL | 52828 | 244 | UPL | 53425 | 419 | UPL | 53040 | 594 | UPL | 52857 |
| 70 | UPL | 53327 | 245 | UPL | 52888 | 420 | UPL | 52774 | 595 | UPL | 53569 |
| 71 | UPL | 53608 | 246 | UPL | 52915 | 421 | UPL | 53428 | 596 | UPL | 53333 |
| 72 | UPL | 53454 | 247 | UPL | 52928 | 422 | UPL | 52896 | 597 | UPL | 53353 |
| 73 | UPL | 52685 | 248 | UPL | 53460 | 423 | UPL | 52739 | 598 | UPL | 53385 |
| 74 | UPL | 52706 | 249 | UPL | 53427 | 424 | UPL | 52766 | 599 | UPL | 52977 |
| 75 | UPL | 52839 | 250 | UPL | 53514 | 425 | UPL | 52742 | 600 | UPL | 53595 |
| 76 | UPL | 52609 | 251 | UPL | 53302 | 426 | UPL | 52908 | 601 | UPL | 53377 |
| 77 | UPL | 52641 | 252 | UPL | 53564 | 427 | UPL | 52744 | 602 | UPL | 53570 |
| 78 | UPL | 52656 | 253 | UPL | 53557 | 428 | UPL | 53330 | 603 | UPL | 53345 |
| 79 | UPL | 53487 | 254 | UPL | 53380 | 429 | UPL | 53526 | 604 | UPL | 52941 |
| 80 | UPL | 53598 | 255 | UPL | 52776 | 430 | UPL | 53044 | 605 | UPL | 52957 |
| 81 | UPL | 52635 | 256 | UPL | 53626 | 431 | UPL | 53458 | 606 | UPL | 53350 |
| 82 | UPL | 52713 | 257 | UPL | 53420 | 432 | UPL | 53386 | 607 | UPL | 52970 |
| 83 | UPL | 53554 | 258 | UPL | 53383 | 433 | UPL | 53534 | 608 | UPL | 53541 |
| 84 | UPL | 53516 | 259 | UPL | 53034 | 434 | UPL | 52746 | 609 | UPL | 53632 |
| 85 | UPL | 53388 | 260 | UPL | 53031 | 435 | UPL | 53558 | 610 | UPL | 53349 |
| 86 | UPL | 53335 | 261 | UPL | 52799 | 436 | UPL | 53374 | 611 | UPL | 53018 |
| 87 | UPL | 53008 | 262 | UPL | 53339 | 437 | UPL | 53037 | 612 | UPL | 53426 |
| 88 | UPL | 52898 | 263 | UPL | 53343 | 438 | UPL | 53366 | 613 | UPL | 53020 |
| 89 | UPL | 53393 | 264 | UPL | 52808 | 439 | UPL | 52745 | 614 | UPL | 52810 |
| 90 | UPL | 52836 | 265 | UPL | 53607 | 440 | UPL | 52920 | 615 | UPL | 53397 |
| 91 | UPL | 53422 | 266 | UPL | 53338 | 441 | UPL | 53508 | 616 | UPL | 52995 |
| 92 | UPL | 53294 | 267 | UPL | 53331 | 442 | UPL | 52738 | 617 | UPL | 53565 |
| 93 | UPL | 53301 | 268 | UPL | 53361 | 443 | UPL | 52861 | 618 | UPL | 53435 |
| 94 | UPL | 53550 | 269 | UPL | 52803 | 444 | UPL | 53354 | 619 | UPL | 53344 |

| | | | | | | | | | | | |
|-----|-----|-------|-----|-----|-------|-----|-----|-------|-----|-----|-------|
| 95 | UPL | 52631 | 270 | UPL | 53504 | 445 | UPL | 52967 | 620 | UPL | 52772 |
| 96 | UPL | 52625 | 271 | UPL | 53315 | 446 | UPL | 52840 | 621 | UPL | 53375 |
| 97 | UPL | 53613 | 272 | UPL | 53039 | 447 | UPL | 53597 | 622 | UPL | 53494 |
| 98 | UPL | 52897 | 273 | UPL | 53372 | 448 | UPL | 53299 | 623 | UPL | 52938 |
| 99 | UPL | 52668 | 274 | UPL | 53472 | 449 | UPL | 52792 | 624 | UPL | 53433 |
| 100 | UPL | 52644 | 275 | UPL | 53337 | 450 | UPL | 53032 | 625 | UPL | 52760 |
| 101 | UPL | 53580 | 276 | UPL | 53505 | 451 | UPL | 52725 | 626 | UPL | 52886 |
| 102 | UPL | 52652 | 277 | UPL | 52852 | 452 | UPL | 52793 | 627 | UPL | 52909 |
| 103 | UPL | 52620 | 278 | UPL | 52955 | 453 | UPL | 52770 | 628 | UPL | 52894 |
| 104 | UPL | 52669 | 279 | UPL | 52785 | 454 | UPL | 52934 | 629 | UPL | 53029 |
| 105 | UPL | 52636 | 280 | UPL | 53319 | 455 | UPL | 52815 | 630 | UPL | 53329 |
| 106 | UPL | 53574 | 281 | UPL | 52925 | 456 | UPL | 53421 | 631 | UPL | 53473 |
| 107 | UPL | 52618 | 282 | UPL | 53628 | 457 | UPL | 53047 | 632 | UPL | 52895 |
| 108 | UPL | 53577 | 283 | UPL | 53348 | 458 | UPL | 53357 | 633 | UPL | 53024 |
| 109 | UPL | 52703 | 284 | UPL | 52981 | 459 | UPL | 53000 | 634 | UPL | 53003 |
| 110 | UPL | 53405 | 285 | UPL | 53308 | 460 | UPL | 52997 | 635 | UPL | 53615 |
| 111 | UPL | 52791 | 286 | UPL | 53351 | 461 | UPL | 52732 | 636 | UPL | 53378 |
| 112 | UPL | 53572 | 287 | UPL | 53571 | 462 | UPL | 52730 | 637 | UPL | 52932 |
| 113 | UPL | 52942 | 288 | UPL | 53605 | 463 | UPL | 53027 | 638 | UPL | 52881 |
| 114 | UPL | 52841 | 289 | UPL | 52930 | 464 | UPL | 53601 | 639 | UPL | 53002 |
| 115 | UPL | 53328 | 290 | UPL | 52804 | 465 | UPL | 52784 | 640 | UPL | 53527 |
| 116 | UPL | 52712 | 291 | UPL | 53306 | 466 | UPL | 53418 | 641 | UPL | 52922 |
| 117 | UPL | 53482 | 292 | UPL | 53007 | 467 | UPL | 53411 | 642 | UPL | 52991 |
| 118 | UPL | 53625 | 293 | UPL | 52822 | 468 | UPL | 53498 | 643 | UPL | 52765 |
| 119 | UPL | 52594 | 294 | UPL | 53483 | 469 | UPL | 53436 | 644 | UPL | 53576 |
| 120 | UPL | 52916 | 295 | UPL | 53592 | 470 | UPL | 52862 | 645 | UPL | 52883 |
| 121 | UPL | 53390 | 296 | UPL | 52944 | 471 | UPL | 52814 | 646 | UPL | 53522 |
| 122 | UPL | 52719 | 297 | UPL | 53634 | 472 | UPL | 53457 | 647 | UPL | 52960 |
| 123 | UPL | 53409 | 298 | UPL | 52968 | 473 | UPL | 52821 | 648 | UPL | 53517 |
| 124 | UPL | 53484 | 299 | UPL | 53376 | 474 | UPL | 52891 | 649 | UPL | 53367 |
| 125 | UPL | 53300 | 300 | UPL | 53543 | 475 | UPL | 53582 | 650 | UPL | 53043 |
| 126 | UPL | 52709 | 301 | UPL | 53379 | 476 | UPL | 52856 | 651 | UPL | 53467 |
| 127 | UPL | 52965 | 302 | UPL | 53567 | 477 | UPL | 53524 | 652 | UPL | 53446 |
| 128 | UPL | 52783 | 303 | UPL | 53342 | 478 | UPL | 53314 | 653 | UPL | 52835 |
| 129 | UPL | 52695 | 304 | UPL | 53364 | 479 | UPL | 52752 | 654 | UPL | 53491 |
| 130 | UPL | 53617 | 305 | UPL | 53638 | 480 | UPL | 52959 | 655 | UPL | 53614 |
| 131 | UPL | 52691 | 306 | UPL | 53573 | 481 | UPL | 53394 | 656 | UPL | 52764 |
| 132 | UPL | 52954 | 307 | UPL | 52884 | 482 | UPL | 53413 | 657 | UPL | 53009 |
| 133 | UPL | 52697 | 308 | UPL | 52989 | 483 | UPL | 52790 | 658 | UPL | 53531 |
| 134 | UPL | 52704 | 309 | UPL | 53439 | 484 | UPL | 52863 | 659 | UPL | 53519 |
| 135 | UPL | 52673 | 310 | UPL | 52844 | 485 | UPL | 53616 | 660 | UPL | 53485 |
| 136 | UPL | 52700 | 311 | UPL | 53575 | 486 | UPL | 53586 | 661 | UPL | 53322 |
| 137 | UPL | 52842 | 312 | UPL | 52971 | 487 | UPL | 53015 | 662 | UPL | 53373 |
| 138 | UPL | 52705 | 313 | UPL | 52983 | 488 | UPL | 53005 | 663 | UPL | 52910 |
| 139 | UPL | 52649 | 314 | UPL | 53630 | 489 | UPL | 53440 | 664 | UPL | 53359 |
| 140 | UPL | 53497 | 315 | UPL | 52781 | 490 | UPL | 52903 | 665 | UPL | 53496 |
| 141 | UPL | 53637 | 316 | UPL | 53006 | 491 | UPL | 52980 | 666 | UPL | 52878 |
| 142 | UPL | 53035 | 317 | UPL | 53465 | 492 | UPL | 52729 | 667 | UPL | 53622 |
| 143 | UPL | 52612 | 318 | UPL | 52887 | 493 | UPL | 53635 | 668 | UPL | 53506 |
| 144 | UPL | 52626 | 319 | UPL | 53445 | 494 | UPL | 53371 | 669 | UPL | 52736 |

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|-----|-----|-------|-----|-----|-------|-----|-----|-------|-----|-----|-------|
| 145 | UPL | 52657 | 320 | UPL | 53036 | 495 | UPL | 53474 | 670 | UPL | 52990 |
| 146 | UPL | 52949 | 321 | UPL | 53549 | 496 | UPL | 53431 | 671 | UPL | 52763 |
| 147 | UPL | 52953 | 322 | UPL | 53561 | 497 | UPL | 52767 | 672 | UPL | 52999 |
| 148 | UPL | 53025 | 323 | UPL | 52933 | 498 | UPL | 52926 | 673 | UPL | 53611 |
| 149 | UPL | 52624 | 324 | UPL | 53026 | 499 | UPL | 52829 | 674 | UPL | 53450 |
| 150 | UPL | 52603 | 325 | UPL | 52787 | 500 | UPL | 53324 | 675 | UPL | 52802 |
| 151 | UPL | 52627 | 326 | UPL | 52778 | 501 | UPL | 53555 | 676 | UPL | 53012 |
| 152 | UPL | 52817 | 327 | UPL | 52757 | 502 | UPL | 52994 | 677 | UPL | 53295 |
| 153 | UPL | 52866 | 328 | UPL | 53606 | 503 | UPL | 53014 | 678 | UPL | 53023 |
| 154 | UPL | 52633 | 329 | UPL | 52723 | 504 | UPL | 52987 | 679 | UPL | 53479 |
| 155 | UPL | 52678 | 330 | UPL | 52923 | 505 | UPL | 52795 | 680 | UPL | 52901 |
| 156 | UPL | 52779 | 331 | UPL | 53475 | 506 | UPL | 53501 | 681 | UPL | 53515 |
| 157 | UPL | 52696 | 332 | UPL | 53447 | 507 | UPL | 52868 | 682 | UPL | 52911 |
| 158 | UPL | 53358 | 333 | UPL | 52780 | 508 | UPL | 53396 | 683 | UPL | 52846 |
| 159 | UPL | 52687 | 334 | UPL | 52845 | 509 | UPL | 52986 | 684 | UPL | 52924 |
| 160 | UPL | 53510 | 335 | UPL | 53589 | 510 | UPL | 52854 | 685 | UPL | 53525 |
| 161 | UPL | 52794 | 336 | UPL | 53476 | 511 | UPL | 52874 | 686 | UPL | 53362 |
| 162 | UPL | 52872 | 337 | UPL | 53297 | 512 | UPL | 52890 | 687 | UPL | 52762 |
| 163 | UPL | 52650 | 338 | UPL | 53532 | 513 | UPL | 53410 | 688 | UPL | 53370 |
| 164 | UPL | 52595 | 339 | UPL | 53437 | 514 | UPL | 53562 | 689 | UPL | 53304 |
| 165 | UPL | 52621 | 340 | UPL | 52758 | 515 | UPL | 53325 | 690 | UPL | 52838 |
| 166 | UPL | 52848 | 341 | UPL | 53296 | 516 | UPL | 53553 | 691 | UPL | 52892 |
| 167 | UPL | 52865 | 342 | UPL | 53536 | 517 | UPL | 53629 | 692 | UPL | 53631 |
| 168 | UPL | 52827 | 343 | UPL | 52824 | 518 | UPL | 53621 | 693 | UPL | 53369 |
| 169 | UPL | 52718 | 344 | UPL | 53441 | 519 | UPL | 53448 | 694 | UPL | 53309 |
| 170 | UPL | 53311 | 345 | UPL | 53013 | 520 | UPL | 53453 | 695 | UPL | 53406 |
| 171 | UPL | 52607 | 346 | UPL | 52978 | 521 | UPL | 52860 | 696 | UPL | 52893 |
| 172 | UPL | 52963 | 347 | UPL | 53028 | 522 | UPL | 52956 | 697 | UPL | 53019 |
| 173 | UPL | 52969 | 348 | UPL | 52733 | 523 | UPL | 52885 | 698 | UPL | 52875 |
| 174 | UPL | 53591 | 349 | UPL | 52755 | 524 | UPL | 53293 | 699 | UPL | 53417 |
| 175 | UPL | 53602 | 350 | UPL | 53530 | 525 | UPL | 53451 | 700 | UPL | 53423 |
| | | | | | | | | | 701 | UPL | 53317 |

85 bi-level Autoracks to be rebuilt

| Rack Count | Future Rack Mark | Current Rack No. | Future Rack No. | Rack Count | Future Rack Mark | Current Rack No. | Future Rack No. |
|------------|------------------|------------------|-----------------|------------|------------------|------------------|-----------------|
| 702 | UPL | 3578 | 53578 | 745 | UPL | 3318 | 53318 |
| 703 | UPL | 2714 | 52714 | 746 | UPL | 2988 | 52988 |
| 704 | UPL | 2672 | 52672 | 747 | UPL | 3499 | 53499 |
| 705 | UPL | 2782 | 52782 | 748 | UPL | 3305 | 53305 |
| 706 | UPL | 2628 | 52628 | 749 | UPL | 2740 | 52740 |
| 707 | UPL | 2749 | 52749 | 750 | UPL | 3336 | 53336 |
| 708 | UPL | 3403 | 53403 | 751 | UPL | 3326 | 53326 |
| 709 | UPL | 2667 | 52667 | 752 | UPL | 3493 | 53493 |
| 710 | UPL | 2715 | 52715 | 753 | UPL | 2905 | 52905 |
| 711 | UPL | 3583 | 53583 | 754 | UPL | 3316 | 53316 |
| 712 | UPL | 3624 | 53624 | 755 | UPL | 3341 | 53341 |
| 713 | UPL | 3017 | 53017 | 756 | UPL | 3464 | 53464 |
| 714 | UPL | 2638 | 52638 | 757 | UPL | 3556 | 53556 |

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|-----|-----|------|-------|-----|-----|------|-------|
| 715 | UPL | 2597 | 52597 | 758 | UPL | 2847 | 52847 |
| 716 | UPL | 2882 | 52882 | 759 | UPL | 3442 | 53442 |
| 717 | UPL | 2589 | 52589 | 760 | UPL | 3389 | 53389 |
| 718 | UPL | 2671 | 52671 | 761 | UPL | 3416 | 53416 |
| 719 | UPL | 3400 | 53400 | 762 | UPL | 2731 | 52731 |
| 720 | UPL | 2593 | 52593 | 763 | UPL | 3042 | 53042 |
| 721 | UPL | 2701 | 52701 | 764 | UPL | 3539 | 53539 |
| 722 | UPL | 2694 | 52694 | 765 | UPL | 3461 | 53461 |
| 723 | UPL | 2998 | 52998 | 766 | UPL | 3045 | 53045 |
| 724 | UPL | 2950 | 52950 | 767 | UPL | 2832 | 52832 |
| 725 | UPL | 3618 | 53618 | 768 | UPL | 2823 | 52823 |
| 726 | UPL | 2851 | 52851 | 769 | UPL | 2902 | 52902 |
| 727 | UPL | 3321 | 53321 | 770 | UPL | 3639 | 53639 |
| 728 | UPL | 2962 | 52962 | 771 | UPL | 3547 | 53547 |
| 729 | UPL | 2801 | 52801 | 772 | UPL | 3363 | 53363 |
| 730 | UPL | 3408 | 53408 | 773 | UPL | 2912 | 52912 |
| 731 | UPL | 3585 | 53585 | 774 | UPL | 2753 | 52753 |
| 732 | UPL | 3520 | 53520 | 775 | UPL | 2958 | 52958 |
| 733 | UPL | 3587 | 53587 | 776 | UPL | 2873 | 52873 |
| 734 | UPL | 3490 | 53490 | 777 | UPL | 2996 | 52996 |
| 735 | UPL | 3459 | 53459 | 778 | UPL | 3579 | 53579 |
| 736 | UPL | 2973 | 52973 | 779 | UPL | 3455 | 53455 |
| 737 | UPL | 2985 | 52985 | 780 | UPL | 2789 | 52789 |
| 738 | UPL | 3429 | 53429 | 781 | UPL | 2849 | 52849 |
| 739 | UPL | 2769 | 52769 | 782 | UPL | 2800 | 52800 |
| 740 | UPL | 2951 | 52951 | 783 | UPL | 3398 | 53398 |
| 741 | UPL | 2919 | 52919 | 784 | UPL | 3384 | 53384 |
| 742 | UPL | 3468 | 53468 | 785 | UPL | 3594 | 53594 |
| 743 | UPL | 3407 | 53407 | 786 | UPL | 2798 | 52798 |
| 744 | UPL | 2734 | 52734 | | | | |

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 2/1/08



Robert W. Alvord