

# CONNELL FINANCE COMPANY, INC.

A SUBSIDIARY OF THE CONNELL COMPANY

200 CONNELL DRIVE

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March 12, 2008

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

RECORDATION NO. 20845-B FILED

MAR 25 '08

4:17 PM



Dear Mr. Williams:

**SURFACE TRANSPORTATION BOARD**

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 January 31, 2008 (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  
201 High Ridge Road  
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  
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Page 2

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 January 31, 2008 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; and that certain Memorandum of Amended and Extended Lease dated as of June 26, 2007 between Lessee and Lessor, which was recorded on August 6, 2007 and given recordation number 20845-A.”

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

Sincerely,

**CONNELL FINANCE COMPANY, INC.**



Mark R. Decker  
Senior Vice President & General Counsel

Enclosure

MAR 25 '08

4:17 PM

**MEMORANDUM OF AMENDED AND EXTENDED LEASE**

**SURFACE TRANSPORTATION BOARD**

This MEMORANDUM OF AMENDED AND EXTENDED LEASE, dated as of January 31, 2008, 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 3100 through 3109, each inclusive** (the "Units").

2. By Memorandum of Amended and Extended Lease dated as of June 26, 2007 and filed with the Surface Transportation Board on August 6, 2007 at 4:20 PM, bearing **Recordation Number 20845-A**, the parties gave notice of the Amendment to and Extension of Lease of Railroad Equipment dated as of June 26, 2007 between Lessor and Lessee (the "First Amendment") under which 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. This Memorandum gives notice that, by Second Amendment to and Extension of Lease of Railroad Equipment dated as of January 31, 2008 between Lessor and Lessee (the "Second Amendment"), the Term of the Lease was further extended for a period of five years terminating on January 31, 2013 (the "Second Extended Term"), unless earlier terminated or unless further extended per the provision of the Lease as amended.

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

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

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

LESSOR:

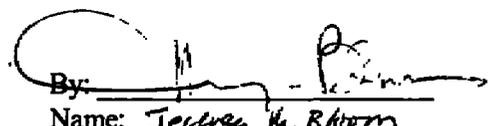
LESSEE:

**L.I.C. ASSOCIATES**

**RAILTEX, INC.**

By: General Electric Capital Corporation,  
its General Partner

By:   
Name: **H.L. STURGEON**  
Title: **ATTORNEY-IN-FACT**  
Date: **MARCH 7, 2008**

By:   
Name: **Jeffrey H. Bloom**  
Title: **VP Finance & Treasurer**  
Date: **February 26, 2008**

STATE OF Connecticut  
COUNTY OF Fairfield ss:

On this 7 day of March,  
2008, before me personally appeared  
Richard T. Sturgeon to  
me personally known, who being by  
me duly sworn, says that (s)he is the  
Attorney-in-Fact 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.

Mary Anne Huhtanen

Signature of Notary Public

My Commission expires:

**MARY ANNE HUHTANEN**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES MAR. 31, 2010

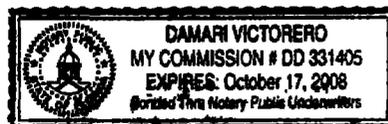
STATE OF Florida )  
COUNTY OF Palm Beach ) ss:

On this 26<sup>th</sup> day of February  
2008, 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 AMENDED AND EXTENDED LEASE

Units of Equipment

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