

Sean Dougherty
AVP, Contracts
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September 10, 2008

RECORDATION NO. 27614-A FILED

Secretary
Surface Transportation Board
Washington, D.C. 20423

SEP 10 '08

11-49 AM

SURFACE TRANSPORTATION BOARD

RE: LNW01002

Dear Secretary:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Lease Agreement dated as of **August 20, 2007**, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number **27614**.

The names and addresses of the parties to the enclosed document are:

Lessee: THE LOUISIANA AND NORTH WEST RAILROAD COMPANY, L.L.C.
304 West Main Street
Homer, LA 71040

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

A description of the railroad equipment covered by the enclosed document is: Railcars within the series **LNW56 and LNW 57** as more particularly set forth in the equipment schedule attached to this document.

A short summary of the document to appear in the index is: **Memorandum of Railcar Lease**.

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

Best regards,

/s

Sean Dougherty
AVP, Contracts
CIT Rail

Enclosures

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30 South Wacker Drive
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Chicago, IL 60606

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MEMORANDUM OF LOCOMOTIVE LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LOCOMOTIVE LEASE dated as of this 20 day of August, 2008, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 South Wacker Drive, Suite 3000, Chicago, Illinois 60606 (the "Lessor"), and THE LOUISIANA AND NORTH WEST RAILROAD COMPANY, L.L.C., a Louisiana limited liability company, with an address at 304 West Main Street, Homer, LA 71040 (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 Locomotive Lease dated as of August 20, 2008 (the "Master Lease"); and

WHEREAS, the Parties have entered into Schedule No. 02 to the Master Lease ("Schedule No. 2", and together with the Master Lease as it relates to Schedule No. 2, the "Lease") respecting the equipment listed on Annex A hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Schedule No. 02, and the respective interests therein of the Parties 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: [Name]
Title: [Title]

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.

THE LOUISIANA AND NORTH WEST RAILROAD COMPANY, L.L.C.

By: [Signature]
Name: Bennett Marks
Title: EVP

ANNEX A

Units Leased

| <u>Quantity</u> | <u>Equipment Description</u> | <u>Reporting Marks and Numbers</u> |
|-----------------|---|------------------------------------|
| 2 | EMD Model GP40 Diesel Electric Locomotives | LNW56 LNW57 |