



CORPORATION SERVICE COMPANY

December 9, 2003

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RECORDATION NO. 24731 FILED

DEC 10 '03 11-44 AM

SURFACE TRANSPORTATION BOARD

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Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 1, 2003 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **CHEVRON PRODUCTS COMPANY**
6001 Bollinger Canyon Road, L3044, San Ramon, CA 94583-2324

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

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **CHEVRON PRODUCTS COMPANY** covering 100 tank cars with reporting marks and numbers — DBUX 340015 – DBUX 340230, NOT INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,


Sherry Lewey
Research/Development Coordinator

Corporation Service Company – 801 Adlai Stevenson Drive; Springfield, IL 62703-4261

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this first day of September, 2003, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and CHEVRON PRODUCTS COMPANY, a division of CHEVRON USA, INC., a Pennsylvania corporation, with an address at 6001 Bollinger Canyon Road, L3044, San Ramon, CA 94583-2324 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

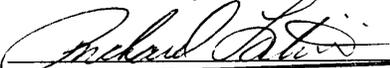
WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of September 1, 2003 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, 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: 
Name: Richard Latini
Title: Senior Vice President

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.

CHEVRON PRODUCTS COMPANY, a division of CHEVRON USA, INC.

By: 
Name: Barry P. Dixon
Title: Manager, Rail Transportation Services

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SURFACE TRANSPORTATION BOARD

Schedule A

Number of Cars		Equipment Description	
100		33,600 gallon capacity pressure tank car, 112J34OW	
1	DBUX	340015	53 DBUX 340152
2	DBUX	340019	54 DBUX 340153
3	DBUX	340021	55 DBUX 340155
4	DBUX	340022	56 DBUX 340157
5	DBUX	340023	57 DBUX 340160
6	DBUX	340024	58 DBUX 340161
7	DBUX	340026	59 DBUX 340162
8	DBUX	340028	60 DBUX 340163
9	DBUX	340029	61 DBUX 340165
10	DBUX	340031	62 DBUX 340166
11	DBUX	340032	63 DBUX 340167
12	DBUX	340033	64 DBUX 340168
13	DBUX	340034	65 DBUX 340169
14	DBUX	340037	66 DBUX 340170
15	DBUX	340038	67 DBUX 340171
16	DBUX	340040	68 DBUX 340172
17	DBUX	340041	69 DBUX 340173
18	DBUX	340042	70 DBUX 340174
19	DBUX	340043	71 DBUX 340175
20	DBUX	340045	72 DBUX 340177
21	DBUX	340048	73 DBUX 340179
22	DBUX	340050	74 DBUX 340189
23	DBUX	340053	75 DBUX 340190
24	DBUX	340054	76 DBUX 340191
25	DBUX	340061	77 DBUX 340192
26	DBUX	340063	78 DBUX 340193
27	DBUX	340072	79 DBUX 340194
28	DBUX	340073	80 DBUX 340195
29	DBUX	340078	81 DBUX 340198
30	DBUX	340081	82 DBUX 340200
31	DBUX	340085	83 DBUX 340201
32	DBUX	340089	84 DBUX 340203
33	DBUX	340090	85 DBUX 340205
34	DBUX	340091	86 DBUX 340207
35	DBUX	340094	87 DBUX 340208
36	DBUX	340102	88 DBUX 340210
37	DBUX	340118	89 DBUX 340213
38	DBUX	340119	90 DBUX 340217
39	DBUX	340120	91 DBUX 340218
40	DBUX	340121	92 DBUX 340219
41	DBUX	340134	93 DBUX 340220
42	DBUX	340136	94 DBUX 340221
43	DBUX	340137	95 DBUX 340222
44	DBUX	340138	96 DBUX 340223
45	DBUX	340139	97 DBUX 340224
46	DBUX	340140	98 DBUX 340225
47	DBUX	340141	99 DBUX 340226
48	DBUX	340142	100 DBUX 340230
49	DBUX	340143	
50	DBUX	340144	
51	DBUX	340147	
52	DBUX	340148	