



RECORDATION NO. 24731-A FILED

DEC 23 '03

4-15 PM

CORPORATION SERVICE COMPANY SURFACE TRANSPORTATION BOARD



December 22, 2003

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

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 38 tank cars with reporting marks and numbers – DBUX 340014 – DBUX 340247, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #24731 dated 12/10/03 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

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

Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 1st 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:

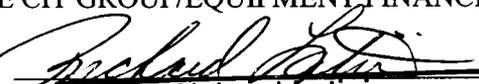
WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of September 1, 2003 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on 12/10, 2003 and given Recordation Number 24731.

WHEREAS, the Parties have entered in to an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set for the in **Schedule A** hereto, 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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Schedule A

Number of Cars

Equipment Description

38 33,600 gallon capacity pressure tank car, 112J34OW

1	DBUX	340014
2	DBUX	340068
3	DBUX	340071
4	DBUX	340096
5	DBUX	340097
6	DBUX	340106
7	DBUX	340112
8	DBUX	340123
9	DBUX	340124
10	DBUX	340130
11	DBUX	340145
12	DBUX	340176
13	DBUX	340178
14	DBUX	340180
15	DBUX	340181
16	DBUX	340182
17	DBUX	340183
18	DBUX	340184
19	DBUX	340185
20	DBUX	340186
21	DBUX	340188
22	DBUX	340196
23	DBUX	340197
24	DBUX	340199
25	DBUX	340202
26	DBUX	340204
27	DBUX	340206
28	DBUX	340211
29	DBUX	340232
30	DBUX	340233
31	DBUX	340235
32	DBUX	340236
33	DBUX	340237
34	DBUX	340238
35	DBUX	340239
36	DBUX	340244
37	DBUX	340246
38	DBUX	340247