



CORPORATION SERVICE COMPANY*

June 16, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
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RECORDATION NO. 25644 FILED

JUN 17 '05

4-41 PM

SURFACE TRANSPORTATION BOARD



RE: 144282-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of January 27, 2005 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: **SAINT-GOBAIN VETROTEX AMERICA, INC.**
4515 Allendale Road Wichita Falls, TX 76310

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: **SAINT-GOBAIN VETROTEX AMERICA, INC.** covering 30 hopper cars with reporting marks and numbers –CEFX 11254 – CEFX 12683 – 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-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Corporation Service Company
801 Adlai Stevenson Drive
Springfield, IL 62703
(800) 995-5071 ext. 3813

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 27 day of January, 2005, 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 SAINT-GOBAIN VETROTEX AMERICA, INC., a Pennsylvania corporation, with an address at 4515 Allendale Road, , Wichita Falls, TX 76310 (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 January 27, 2005 covering the equipment listed on Schedule A hereto (the "Equipment"), pursuant to a ~~Memorandum of Railcar Lease~~ filed with the ~~Surface Transportation Board~~ on _____ as recordation number _____.

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: Joseph J. Mankowski
Name: Joseph Mankowski
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.

SAINT-GOBAIN VETROTEX AMERICA, INC.

By: Allen S. Brinkley
Name: Allen S. Brinkley
Title: Director Operations / IT

Schedule A

Number of Cars

Equipment Description

30 5,250 C.F. covered hopper car with gravity gates and trough hatches

1	CEFX	11254
2	CEFX	12134
3	CEFX	12136
4	CEFX	12138
5	CEFX	12140
6	CEFX	12143
7	CEFX	12155
8	CEFX	12169
9	CEFX	12177
10	CEFX	12179
11	CEFX	12202
12	CEFX	12216
13	CEFX	12225
14	CEFX	12238
15	CEFX	12255
16	CEFX	12263
17	CEFX	12276
18	CEFX	12280
19	CEFX	12288
20	CEFX	12307
21	CEFX	12322
22	CEFX	12323
23	CEFX	12324
24	CEFX	12326
25	CEFX	12330
26	CEFX	12355
27	CEFX	12359
28	CEFX	12392
29	CEFX	12400
30	CEFX	12683