

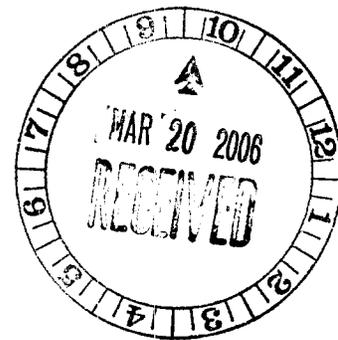


CORPORATION SERVICE COMPANY

RECORDATION NO. 26248 FILED

MAR 20 '06 12:29 PM

SURFACE TRANSPORTATION BOARD



March 17, 2006

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

RE: 150674-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 8, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **Meadwestvaco Corporation**
1011 Boulder Springs Dr, Richmond VA 29423

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: **MEADWESTVACO CORPORATION** covering 12 25,000 through 27,000 gallon capacity tank cars with reporting marks and numbers – DBUX250009 – DBUX 250136 – 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 x 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 8 day of August, 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 MEADWESTVACO CORPORATION, a Delaware corporation, with an address at 1011 Boulder Springs Dr., , Richmond, VA 29423 (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 8/8/2005 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: William R. Ryan
Name: WILLIAM R. RYAN
Title: VP Marketing

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.

MEADWESTVACO CORPORATION

By: R.K. Beckler Time 8/3/05
Name: R.K. BECKLER
Title: VP Operations

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SURFACE TRANSPORTATION BOARD

Schedule A

Number of Cars

Equipment Description

12 25,000 through 27,000 gallon capacity tank cars, exterior coiled, insulated

1	DBUX	250009
2	DBUX	250018
3	DBUX	250030
4	DBUX	250031
5	DBUX	250032
6	DBUX	250044
7	DBUX	250051
8	DBUX	250053
9	DBUX	250111
10	DBUX	250115
11	DBUX	250128
12	DBUX	250136