



CORPORATION SERVICE COMPANY

July 16, 2004

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



RECORDATION NO. 25065-A FILED

JUL 19 04

4-20 PM

SURFACE TRANSPORTATION BOARD

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, 20th Floor New York, NY 10036

Lessee: **Chevron Oronite Company LLC**
1301 McKinney, Houston, TX 77010-3030

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 Oronite Company LLC** covering 105 rail cars with reporting marks and numbers – DBUX 25000 – DBUX 250365, NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #25065 dated 7/13/04 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 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 1 day of September, 2003, effective as of February 13, 2001, 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 ORONITE COMPANY LLC, a Delaware limited liability company, with an address at 1301 McKinney, Houston, TX 77010-3030 (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 11, 2003, effective as of February 13, 2001 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on July 13, 2004. Recordation number 25065

WHEREAS, the Parties have entered into 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 forth 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 having accepted the terms and conditions contained in the Lease and in the applicable Schedule created pursuant thereto, 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: Richard Latini
Name: Richard Latini
Title: Senior Vice President

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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 ORONITE COMPANY LLC

By: Isabelle Valade
Name: ISABELLE VALADE
Title: AMR Procurement Mgr



Schedule A

Number of Cars

Equipment Description

95 25,000 through 27,000 gallon capacity tank cars, exterior coiled, insulated

1	DBUX	250001	53	DBUX	250067
2	DBUX	250003	54	DBUX	250068
3	DBUX	250004	55	DBUX	250069
4	DBUX	250005	56	DBUX	250073
5	DBUX	250008	57	DBUX	250074
6	DBUX	250009	58	DBUX	250079
7	DBUX	250010	59	DBUX	250080
8	DBUX	250011	60	DBUX	250081
9	DBUX	250012	61	DBUX	250082
10	DBUX	250013	62	DBUX	250083
11	DBUX	250014	63	DBUX	250084
12	DBUX	250015	64	DBUX	250085
13	DBUX	250016	65	DBUX	250111
14	DBUX	250017	66	DBUX	250112
15	DBUX	250018	67	DBUX	250113
16	DBUX	250019	68	DBUX	250114
17	DBUX	250020	69	DBUX	250115
18	DBUX	250021	70	DBUX	250116
19	DBUX	250025	71	DBUX	250117
20	DBUX	250026	72	DBUX	250118
21	DBUX	250027	73	DBUX	250119
22	DBUX	250028	74	DBUX	250120
23	DBUX	250029	75	DBUX	250121
24	DBUX	250030	76	DBUX	250122
25	DBUX	250031	77	DBUX	250123
26	DBUX	250032	78	DBUX	250124
27	DBUX	250033	79	DBUX	250125
28	DBUX	250034	80	DBUX	250126
29	DBUX	250035	81	DBUX	250127
30	DBUX	250036	82	DBUX	250128
31	DBUX	250037	83	DBUX	250131
32	DBUX	250038	84	DBUX	250132
33	DBUX	250039	85	DBUX	250133
34	DBUX	250041	86	DBUX	250134
35	DBUX	250042	87	DBUX	250135
36	DBUX	250043	88	DBUX	250136
37	DBUX	250044	89	DBUX	250138
38	DBUX	250045	90	DBUX	250139
39	DBUX	250046	91	DBUX	250145
40	DBUX	250047	92	DBUX	250147
41	DBUX	250048	93	DBUX	250148
42	DBUX	250049	94	DBUX	250154
43	DBUX	250050	95	DBUX	250156
44	DBUX	250051			
45	DBUX	250052			
46	DBUX	250053			
47	DBUX	250054			
48	DBUX	250055			
49	DBUX	250061			
50	DBUX	250063			
51	DBUX	250064			
52	DBUX	250065			