

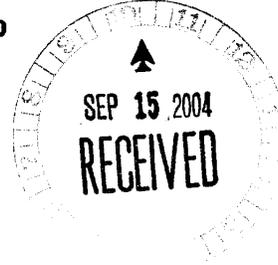


CORPORATION SERVICE COMPANY

RECORDATION NO. 25191 FILED

SEP 15 '04 1-34 PM

SURFACE TRANSPORTATION BOARD



September 14, 2004

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

RE: 132222-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of May 24, 2004 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: **EQ NORTHEAST, INC.**
185 Industrial Road, PO Box 617 Wrentham, MA 02093

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: **EQ NORTHEAST, INC.**, covering 20 railcars with reporting marks and numbers: CEFX 30275 – CEFX 30322 - 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 800-995-5071 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 24th day of MAY, 2004, 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 EQ NORTHEAST, INC., a Massachusetts corporation, with an address at 185 Industrial Road, P.O. Box 617, Wrentham, MA 02093 (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 3, 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 January 13, 2004 and given Recordation Number 22803-C.

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 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.

EQ NORTHEAST, INC.

By: Kevin T. Frankl
Name: KEVIN T. FRANKL
Title: VICE PRESIDENT

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SURFACE TRANSPORTATION BOARD

Schedule A

Number of Cars	Equipment Description	
20	52' Mill Gondola Cars	
1	CEFX	30275
2	CEFX	30279
3	CEFX	30280
4	CEFX	30281
5	CEFX	30283
6	CEFX	30286
7	CEFX	30288
8	CEFX	30289
9	CEFX	30291
10	CEFX	30293
11	CEFX	30295
12	CEFX	30300
13	CEFX	30302
14	CEFX	30305
15	CEFX	30311
16	CEFX	30313
17	CEFX	30314
18	CEFX	30316
19	CEFX	30321
20	CEFX	30322