



CORPORATION SERVICE COMPANY



RECORDATION NO. 23506A FILED

JUN 21 '05

4-15 PM

SURFACE TRANSPORTATION BOARD

June 17, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
(202) 565-1656
(202) 565-9004 - Fax
Barbara.Saddler@stb.dot.gov

RE: 144290-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of April 1, 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: **NOBLE AMERICAS CORP.**
Stamford Harbor Park, Suite 1230 333 Ludlow Street Stamford, CT 06902

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: **NOBLE AMERICAS CORP.** covering 45 tank cars with reporting marks and numbers – DBUX 300756 – DBUX 300836 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #23806 dated 01/03/02 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

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 1st day of April, 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 NOBLE AMERICAS CORP., a Delaware corporation, with an address at Stamford Harbor Park – Suite 1230, 333 Ludlow Street, Stamford, CT 06902 (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 October 23, 2001 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 3, 2002 and given Recordation Number 23806.

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: Joseph J. Mankowski
Name: Joseph Mankowski
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.

NOBLE AMERICAS CORP.

By: Fabrizio Zichichi
Name: FABRIZIO ZICHICHI
Title: EXECUTIVE VICE PRESIDENT

[Handwritten mark]

Schedule A

Number of Cars

Equipment Description

45 28,000 through 31,000 gallon capacity tank cars, non coiled, non insulated

1	DBUX	300756
2	DBUX	300757
3	DBUX	300758
4	DBUX	300759
5	DBUX	300760
6	DBUX	300761
7	DBUX	300763
8	DBUX	300764
9	DBUX	300765
10	DBUX	300766
11	DBUX	300767
12	DBUX	300769
13	DBUX	300770
14	DBUX	300771
15	DBUX	300772
16	DBUX	300773
17	DBUX	300774
18	DBUX	300775
19	DBUX	300776
20	DBUX	300777
21	DBUX	300778
22	DBUX	300779
23	DBUX	300780
24	DBUX	300781
25	DBUX	300782
26	DBUX	300792
27	DBUX	300793
28	DBUX	300794
29	DBUX	300796
30	DBUX	300808
31	DBUX	300822
32	DBUX	300823
33	DBUX	300824
34	DBUX	300825
35	DBUX	300826
36	DBUX	300827
37	DBUX	300828
38	DBUX	300829
39	DBUX	300830
40	DBUX	300831
41	DBUX	300832
42	DBUX	300833
43	DBUX	300834
44	DBUX	300835
45	DBUX	300836