



CORPORATION SERVICE COMPANY

RECORDATION NO. 22803-D FILED

OCT 28 '05

1-06 PM

SURFACE TRANSPORTATION BOARD



October 27, 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: 147775-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of February 28, 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: **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 covered hopper cars with reporting marks and numbers – CEFX 30916 – CEFX 33554 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 22803-C dated 01/13/04 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 28th day of February, 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 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

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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.

EQ NORTHEAST, INC.

By: Kevin T. Franklin
Name: KEVIN T. FRANKLIN
Title: VICE PRESIDENT

Schedule A

Number of Cars

Equipment Description

Number of Cars	Equipment Description
20	52' Mill Gondola Cars
1	CEFX 30916
2	CEFX 31052
3	CEFX 31071
4	CEFX 31423
5	CEFX 32169
6	CEFX 32183
7	CEFX 32190
8	CEFX 32272
9	CEFX 32720
10	CEFX 32753
11	CEFX 32765
12	CEFX 33320
13	CEFX 33339
14	CEFX 33357
15	CEFX 33372
16	CEFX 33406
17	CEFX 33408
18	CEFX 33461
19	CEFX 33502
20	CEFX 33554