



CORPORATION SERVICE COMPANY

RECORDATION NO. 24687-F FILED

FEB 28 '06

4-24 PM

SURFACE TRANSPORTATION BOARD

February 27, 2006

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

REF: 150767-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of July 18, 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: **SAN JOAQUIN REFINING CO, INC.**
3129 Standard Street PO Box 5576 Bakersfield, CA 93388

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: **SAN JOAQUIN REFINING CO, INC.** covering 50 tank cars with reporting marks and numbers – DBUX 250000 – DBUX 250355 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #24687 dated 11/12/03 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 18th day of July, 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 SAN JOAQUIN REFINING CO., INC., a California corporation, with an address at 3129 Standard Street, P.O. Box 5576, Bakersfield, CA 93388 (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 dated as of September 11, 2003 (the "Lease") covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on November 12, 2003 as Recordation Number 24687.

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 F. 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.

SAN JOAQUIN REFINING CO., INC.

By: Vickie Wood
Name: Vickie Wood
Title: Manager of Rail Transportation

Schedule A

<u>Number of Cars</u>	<u>Equipment Description</u>	
50	25,000-27,000 gal capacity tank cars	
1	DBUX	250000
2	DBUX	250001
3	DBUX	250007
4	DBUX	250048
5	DBUX	250055
6	DBUX	250065
7	DBUX	250066
8	DBUX	250069
9	DBUX	250075
10	DBUX	250079
11	DBUX	250081
12	DBUX	250083
13	DBUX	250112
14	DBUX	250121
15	DBUX	250129
16	DBUX	250130
17	DBUX	250132
18	DBUX	250142
19	DBUX	250143
20	DBUX	250146
21	DBUX	250157
22	DBUX	250164
23	DBUX	250231
24	DBUX	250233
25	DBUX	250244
26	DBUX	250245
27	DBUX	250247
28	DBUX	250248
29	DBUX	250253
30	DBUX	250255
31	DBUX	250343
32	DBUX	250345
33	DBUX	250346
34	DBUX	250348
35	DBUX	250349
36	DBUX	250350
37	DBUX	250013
38	DBUX	250016
39	DBUX	250017
40	DBUX	250036
41	DBUX	250047
42	DBUX	250054
43	DBUX	250077
44	DBUX	250085
45	DBUX	250114
46	DBUX	250118
47	DBUX	250124
48	DBUX	250250
49	DBUX	250341
50	DBUX	250355