



CORPORATION SERVICE COMPANY

RECORDATION NO. 26395 FILED

JUN 15 '06

2-49 PM



SURFACE TRANSPORTATION BOARD

June 12, 2006

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

RE:

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of February 2, 2006 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: **METHANEX METHANOL COMPANY**
15301 Dallas Pkwy., Ste 1150, Addison, TX 75001

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: **METHANEX METHANOL COMPANY** covering 64-28,000 through 31,000 gallon capacity tank cars, non coiled, non insulated (300875/30210) as further described on the attached schedule A. **NON 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-four dollars (\$34.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 x 3753

Thank you for your prompt assistance.

Sincerely,

Beth Poani
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 6TH day of February, 2006, 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 METHANEX METHANOL COMPANY, a Texas corporation, with an address at 15301 Dallas Parkway, Suite 1150, , Addison, TX 75001 (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 February 6, 2006 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties 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: William P. O'Brien
Name: William P. O'Brien
Title: 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.

METHANEX METHANOL COMPANY 

By: Tangela Blain
Name: TANGELA BLAIN
Title: VICE PRESIDENT

Schedule A

Number of Cars

Equipment Description

64 28,000 through 31,000 gallon capacity tank cars, non coiled, non insulated

1	DBUX	300875	53	DBUX	300952
2	DBUX	300876	54	DBUX	300954
3	DBUX	300877	55	DBUX	300955
4	DBUX	300878	56	DBUX	300959
5	DBUX	300879	57	DBUX	300961
6	DBUX	300880	58	DBUX	300966
7	DBUX	300881	59	PLMX	30186
8	DBUX	300882	60	PLMX	30187
9	DBUX	300883	61	PLMX	30192
10	DBUX	300884	62	PLMX	30203
11	DBUX	300885	63	PLMX	30208
12	DBUX	300886	64	PLMX	30210
13	DBUX	300894			
14	DBUX	300895			
15	DBUX	300896			
16	DBUX	300897			
17	DBUX	300898			
18	DBUX	300899			
19	DBUX	300900			
20	DBUX	300901			
21	DBUX	300902			
22	DBUX	300903			
23	DBUX	300904			
24	DBUX	300905			
25	DBUX	300906			
26	DBUX	300907			
27	DBUX	300908			
28	DBUX	300909			
29	DBUX	300910			
30	DBUX	300911			
31	DBUX	300912			
32	DBUX	300913			
33	DBUX	300914			
34	DBUX	300915			
35	DBUX	300916			
36	DBUX	300917			
37	DBUX	300918			
38	DBUX	300919			
39	DBUX	300920			
40	DBUX	300921			
41	DBUX	300922			
42	DBUX	300923			
43	DBUX	300924			
44	DBUX	300925			
45	DBUX	300926			
46	DBUX	300927			
47	DBUX	300928			
48	DBUX	300929			
49	DBUX	300930			
50	DBUX	300932			
51	DBUX	300947			
52	DBUX	300949			