



CORPORATION SERVICE COMPANY

RECORDATION NO. 25846A FILED

JUN 20 '06

4-55 PM

SURFACE TRANSPORTATION BOARD



June 19, 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: 186145/005

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of March 1, 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: **VALERO MARKETING AND SUPPLY COMPANY**
One Valero Way, San Antonio, TX 78249

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: **VALERO MARKETING AND SUPPLY COMPANY** Covering 95-33,600 gallon capacity pressure tank car (137443/137742) NON INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #25846 dated 09/23/2005 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 ext. 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 1st day of March, 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 VALERO MARKETING AND SUPPLY COMPANY, a Delaware corporation, with an address at One Valero Way, San Antonio, TX 78249 (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 April 20, 2005 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on September 23, 2005 as Recordation Number 25846.

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: 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.

VALERO MARKETING AND SUPPLY COMPANY
By: John Creechey
Name: John Creechey Director
Title: John Creechey

Schedule A

Number of Cars

Equipment Description

95 33,600 gallon capacity pressure tank car, 112J340W

1	PLMX	137443	53	PLMX	137595
2	PLMX	137444	54	PLMX	137596
3	PLMX	137448	55	PLMX	137597
4	PLMX	137450	56	PLMX	137598
5	PLMX	137452	57	PLMX	137600
6	PLMX	137453	58	PLMX	137603
7	PLMX	137454	59	PLMX	137604
8	PLMX	137455	60	PLMX	137605
9	PLMX	137457	61	PLMX	137607
10	PLMX	137458	62	PLMX	137609
11	PLMX	137459	63	PLMX	137695
12	PLMX	137460	64	PLMX	137696
13	PLMX	137461	65	PLMX	137698
14	PLMX	137463	66	PLMX	137699
15	PLMX	137464	67	PLMX	137700
16	PLMX	137473	68	PLMX	137701
17	PLMX	137478	69	PLMX	137702
18	PLMX	137480	70	PLMX	137703
19	PLMX	137481	71	PLMX	137704
20	PLMX	137482	72	PLMX	137705
21	PLMX	137484	73	PLMX	137706
22	PLMX	137486	74	PLMX	137707
23	PLMX	137489	75	PLMX	137708
24	PLMX	137491	76	PLMX	137709
25	PLMX	137493	77	PLMX	137710
26	PLMX	137494	78	PLMX	137711
27	PLMX	137495	79	PLMX	137712
28	PLMX	137496	80	PLMX	137713
29	PLMX	137497	81	PLMX	137714
30	PLMX	137499	82	PLMX	137715
31	PLMX	137501	83	PLMX	137716
32	PLMX	137502	84	PLMX	137717
33	PLMX	137503	85	PLMX	137719
34	PLMX	137504	86	PLMX	137721
35	PLMX	137505	87	PLMX	137722
36	PLMX	137506	88	PLMX	137723
37	PLMX	137511	89	PLMX	137724
38	PLMX	137513	90	PLMX	137726
39	PLMX	137515	91	PLMX	137727
40	PLMX	137517	92	PLMX	137731
41	PLMX	137521	93	PLMX	137734
42	PLMX	137547	94	PLMX	137736
43	PLMX	137550	95	PLMX	137742
44	PLMX	137551			
45	PLMX	137562			
46	PLMX	137565			
47	PLMX	137570			
48	PLMX	137581			
49	PLMX	137585			
50	PLMX	137586			
51	PLMX	137589			
52	PLMX	137594			