



CORPORATION SERVICE COMPANY

RECORDATION NO. 25441-B FILED

JUL 21 '06

2-47 PM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD
801 Adlai Stevenson Drive
Springfield Il 62703

1-800-927-9801 Ext 3813
217-492-2727 FAX

To: SURFACE TRANSPORTATION BOARD **ATTENTION BARB SADLER**

From: April Oshea Ext 3813

Date: July 20, 2006

Order#: 250089/005

Re: MMA20162-MMA20349 MMA ROLLING STOCK CORPORATION

Please process the enclosed documents for the service indicated below.

SECONDARY STB FILING

RECEIPT SHOULD BE IN OUR OFFICE: 08/11/2006
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed.

Mailing Instructions:

XX Return the filing acknowledgement to my attention.

Special Instructions/Notes:

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

Enclosures:

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 MMA ROLLING STOCK CORPORATION, a Delaware corporation, with an address at 15 Iron Road, Hermon, Maine 04401 (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 Net Railcar Lease (the "Lease") dated as of October 13, 2004 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on 2/7/05 as Recordation Number 25441.

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

RECORDATION NO. 25441-B FILED

JUL 21 '06

2-47 PM

SURFACE TRANSPORTATION BOARD

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.

MMA ROLLING STOCK CORPORATION

By: Robert C. Grandrud
Name: ROBERT C. GRANDRUD
Title: PRESIDENT & CEO

Schedule A

Number of Cars

Equipment Description

25 50' Plate C 10' sliding door boxcar

1	MMA	20162
2	MMA	20180
3	MMA	20185
4	MMA	20208
5	MMA	20209
6	MMA	20210
7	MMA	20221
8	MMA	20234
9	MMA	20235
10	MMA	20236
11	MMA	20259
12	MMA	20274
13	MMA	20279
14	MMA	20284
15	MMA	20310
16	MMA	20313
17	MMA	20316
18	MMA	20320
19	MMA	20323
20	MMA	20329
21	MMA	20333
22	MMA	20334
23	MMA	20338
24	MMA	20344
25	MMA	20349