



CORPORATION SERVICE COMPANY

RECORDATION NO. 26724 FILED

DEC 21 '06 11-45 AM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD
801 Adlai Stevenson Drive
Springfield IL 62703

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

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

From: April Oshea

Date: December 19, 2006

Order#: 673317/005

Re: NCTX33327-NCTX33337 STITTCO ENERGY LIMITED

Please process the enclosed documents for the service indicated below.

XX Primary STB Filing

RECEIPT SHOULD BE IN OUR OFFICE: 12/29/2006
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed in the amount of \$34.00. DO NOT WRITE CHECK FOR MORE THAN THIS AMOUNT. IF ADDITIONAL MONEY IS NEEDED, PLEASE CONTACT US IMMEDIATELY.

Payable to: Surface Transportation Board

Mailing Instructions:

XX Return the filing acknowledgement to our office. Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions:

Lessor:
CIT Financial (Alberta) ULC
1211 Avenue of the Americas
New York, NY 10036

Lessee:



CORPORATION SERVICE COMPANY'

Stittco Energy Limited
#303, 255-17th Avenue SW
Calgary, AB T2S2T8

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

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 5 day of May, 2006, is made by CIT FINANCIAL (ALBERTA) ULC, a Canadian corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and STITTCO ENERGY LIMITED, an Alberta corporation, with an address at #303, 255- 17th Avenue S.W., Calgary, AB T2S 2T8, CANADA (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 Leasing Agreement (the "Lease") dated as of September 5, 2000 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 Schedule, 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.

CIT FINANCIAL (ALBERTA) ULC

By: Catherine Stralich
Name: Catherine Stralich
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.

STITTCO ENERGY LIMITED

By: B.L. Mullbach
Name: Vice President
Title: B.L. Mullbach

Schedule A

Number of Cars

Equipment Description

5 33,600 gallon capacity pressure tank car, 112J34OW

| | | |
|---|------|-------|
| 1 | NCTX | 33327 |
| 2 | NCTX | 33329 |
| 3 | NCTX | 33331 |
| 4 | NCTX | 33334 |
| 5 | NCTX | 33337 |