



CORPORATION SERVICE COMPANY

RECORDATION NO. 24962-B FILED

DEC 21 '06

2-35 PM

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#: 673000/005

Re: CEFX72791-CEFX72911 ORICA USA, INC.

Please process the enclosed documents for the service indicated below.

XX Secondary 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:
The CIT Group/Equipment Financing Inc.
1211 Avenue of the Americas, 20th Floor
New York, NY 10036

Lessee:



CORPORATION SERVICE COMPANY

Orica USA, Inc.
33101 E Quincy Avenue
Watkins, CO 80137

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 12th day of June, 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 ORICA USA, INC., a Delaware corporation, with an address at 33101 E Quincy Ave, , Watkins, CO 80137 (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 November 1, 2000, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on May 19, 2004 and given Recordation Number 24962.

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: *Catherine Stylich*
Name: Catherine Stylich
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.

ORICA USA, INC.

By: *Steven Lesser*
Name: STEVEN LESSER
Title: VP, SUPPLY CHAIN

Schedule A

Number of Cars

Equipment Description

121 5,200 C.F. covered hopper car with gravity gates and trough hatches

1	CEFX	72791	53	CEFX	72843	105	CEFX	72895
2	CEFX	72792	54	CEFX	72844	106	CEFX	72896
3	CEFX	72793	55	CEFX	72845	107	CEFX	72897
4	CEFX	72794	56	CEFX	72846	108	CEFX	72898
5	CEFX	72795	57	CEFX	72847	109	CEFX	72899
6	CEFX	72796	58	CEFX	72848	110	CEFX	72900
7	CEFX	72797	59	CEFX	72849	111	CEFX	72901
8	CEFX	72798	60	CEFX	72850	112	CEFX	72902
9	CEFX	72799	61	CEFX	72851	113	CEFX	72903
10	CEFX	72800	62	CEFX	72852	114	CEFX	72904
11	CEFX	72801	63	CEFX	72853	115	CEFX	72905
12	CEFX	72802	64	CEFX	72854	116	CEFX	72906
13	CEFX	72803	65	CEFX	72855	117	CEFX	72907
14	CEFX	72804	66	CEFX	72856	118	CEFX	72908
15	CEFX	72805	67	CEFX	72857	119	CEFX	72909
16	CEFX	72806	68	CEFX	72858	120	CEFX	72910
17	CEFX	72807	69	CEFX	72859	121	CEFX	72911
18	CEFX	72808	70	CEFX	72860			
19	CEFX	72809	71	CEFX	72861			
20	CEFX	72810	72	CEFX	72862			
21	CEFX	72811	73	CEFX	72863			
22	CEFX	72812	74	CEFX	72864			
23	CEFX	72813	75	CEFX	72865			
24	CEFX	72814	76	CEFX	72866			
25	CEFX	72815	77	CEFX	72867			
26	CEFX	72816	78	CEFX	72868			
27	CEFX	72817	79	CEFX	72869			
28	CEFX	72818	80	CEFX	72870			
29	CEFX	72819	81	CEFX	72871			
30	CEFX	72820	82	CEFX	72872			
31	CEFX	72821	83	CEFX	72873			
32	CEFX	72822	84	CEFX	72874			
33	CEFX	72823	85	CEFX	72875			
34	CEFX	72824	86	CEFX	72876			
35	CEFX	72825	87	CEFX	72877			
36	CEFX	72826	88	CEFX	72878			
37	CEFX	72827	89	CEFX	72879			
38	CEFX	72828	90	CEFX	72880			
39	CEFX	72829	91	CEFX	72881			
40	CEFX	72830	92	CEFX	72882			
41	CEFX	72831	93	CEFX	72883			
42	CEFX	72832	94	CEFX	72884			
43	CEFX	72833	95	CEFX	72885			
44	CEFX	72834	96	CEFX	72886			
45	CEFX	72835	97	CEFX	72887			
46	CEFX	72836	98	CEFX	72888			
47	CEFX	72837	99	CEFX	72889			
48	CEFX	72838	100	CEFX	72890			
49	CEFX	72839	101	CEFX	72891			
50	CEFX	72840	102	CEFX	72892			
51	CEFX	72841	103	CEFX	72893			
52	CEFX	72842	104	CEFX	72894			