



CORPORATION SERVICE COMPANY

RECORDATION NO. 26610-B FILED

MAR 12 '07

4:14 PM

SURFACE TRANSPORTATION BOARD

March 8, 2007

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street NW Suite 70
Washington, DC 20423
202-565-1656

RE: 793027/005

Dear Barbara:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 03/23/2007

PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

Secondary STB Filing

A check is enclosed in the amount of \$34.00 to: Surface Transportation Board

Mailing instructions:

Forward the filing acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

Special instructions:

Lessee:

Suncor Energy Marketing, Inc.
2700, 112 4th Avenue SW
Calgary, AB T2P2V5

Lessor:

The CIT Group/Equipment Financing Inc.
1211 Avenue of the Americas
New York, NY 10036

Thank you for your assistance in this matter.

Sincerely,

April O'Shea 1-800-995-5071 ext. 3813

Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 31ST day of July, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and SUNCOR ENERGY MARKETING, INC., a Canadian corporation, with an address at 2700, 112 4th Ave. SW, Calgary, AB T2P 2V5 (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 July 31/06, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on OCT. 10, 2006 and given Recordation Number 26610.

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: [Signature]
Name: William P. O'Brien
Title: Vice President

RECORDATION NO. 26610-B FILED

MAR 12 '07

4-14 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.

SUNCOR ENERGY MARKETING, INC.

By: [Signature]
Name: Mgr. Supply & Distribution
Title: DAVID B. READ

file Name

Schedule A

Number of Cars

Equipment Description

40 28,000 through 31,000 gallon capacity tank cars, non coiled, non insulated

1	DBUX	301394
2	DBUX	301397
3	DBUX	301400
4	DBUX	301401
5	DBUX	301404
6	DBUX	301409
7	DBUX	301410
8	DBUX	301413
9	DBUX	301416
10	DBUX	301418
11	DBUX	301420
12	DBUX	301421
13	DBUX	301422
14	DBUX	301433
15	DBUX	301438
16	DBUX	301441
17	DBUX	301442
18	DBUX	301443
19	DBUX	301447
20	DBUX	301448
21	DBUX	301449
22	DBUX	301450
23	DBUX	301451
24	DBUX	301452
25	DBUX	301453
26	DBUX	301454
27	DBUX	301455
28	DBUX	301456
29	DBUX	301457
30	DBUX	301458
31	DBUX	301459
32	DBUX	301460
33	DBUX	301461
34	DBUX	301462
35	DBUX	301463
36	DBUX	301464
37	DBUX	301465
38	DBUX	301466
39	DBUX	301496
40	DBUX	301498