



CORPORATION SERVICE COMPANY

RECORDATION NO. 25846 B FILED

MAR 14 '07

4-15 PM

SURFACE TRANSPORTATION BOARD



March 12, 2007

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

RE: 798397/005

Dear Barbara:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 03/26/2007

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:

Valero Marketing and Supply Company
One Valero Way
San Antonio, TX 78249

Lessor:

The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas, 20th Floor
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 1 day of Sept., 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

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: Charles D. [Signature]

Name: Charles Petry
Title: Director Transportation + Cost

APPROVED
LEGAL
PES *gr*

Schedule A

Number of Cars

Equipment Description

100

25,000 through 27,000 gallon capacity tank cars, exterior coiled, insulated

1	DBUX	207693	53	DBUX	207745
2	DBUX	207694	54	DBUX	207746
3	DBUX	207695	55	DBUX	207747
4	DBUX	207696	56	DBUX	207748
5	DBUX	207697	57	DBUX	207749
6	DBUX	207698	58	DBUX	207750
7	DBUX	207699	59	DBUX	207751
8	DBUX	207700	60	DBUX	207752
9	DBUX	207701	61	DBUX	207753
10	DBUX	207702	62	DBUX	207754
11	DBUX	207703	63	DBUX	207755
12	DBUX	207704	64	DBUX	207756
13	DBUX	207705	65	DBUX	207757
14	DBUX	207706	66	DBUX	207758
15	DBUX	207707	67	DBUX	207759
16	DBUX	207708	68	DBUX	207760
17	DBUX	207709	69	DBUX	207761
18	DBUX	207710	70	DBUX	207762
19	DBUX	207711	71	DBUX	207763
20	DBUX	207712	72	DBUX	207764
21	DBUX	207713	73	DBUX	207765
22	DBUX	207714	74	DBUX	207766
23	DBUX	207715	75	DBUX	207767
24	DBUX	207716	76	DBUX	207768
25	DBUX	207717	77	DBUX	207769
26	DBUX	207718	78	DBUX	207770
27	DBUX	207719	79	DBUX	207771
28	DBUX	207720	80	DBUX	207772
29	DBUX	207721	81	DBUX	207773
30	DBUX	207722	82	DBUX	207774
31	DBUX	207723	83	DBUX	207775
32	DBUX	207724	84	DBUX	207776
33	DBUX	207725	85	DBUX	207777
34	DBUX	207726	86	DBUX	207778
35	DBUX	207727	87	DBUX	207779
36	DBUX	207728	88	DBUX	207780
37	DBUX	207729	89	DBUX	207781
38	DBUX	207730	90	DBUX	207782
39	DBUX	207731	91	DBUX	207783
40	DBUX	207732	92	DBUX	207784
41	DBUX	207733	93	DBUX	207785
42	DBUX	207734	94	DBUX	207786
43	DBUX	207735	95	DBUX	207787
44	DBUX	207736	96	DBUX	207788
45	DBUX	207737	97	DBUX	207789
46	DBUX	207738	98	DBUX	207790
47	DBUX	207739	99	DBUX	207791
48	DBUX	207740	100	DBUX	207792
49	DBUX	207741			
50	DBUX	207742			
51	DBUX	207743			
52	DBUX	207744			