

JUL 01 '08 -12 30 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

July 1, 2008

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of July 1, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, Texas 75207

[Lessee: Paramount Petroleum Corporation
14700 Downey Avenue
Paramount, CA 90723]

Anne K. Quinlan, Esq.
July 1, 2008
Page 2

A description of the railroad equipment covered by the enclosed document
is:

110 tank cars: TILX 252989 - TILX 253098.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 27548 FILED

JUL 01 '08 -12 30 PM

MEMORANDUM OF LEASE AGREEMENT SURFACE TRANSPORTATION BOARD

Memorandum of Lease Agreement dated as of July 1, 2008 by Trinity Industries Leasing Company, a Delaware corporation (the "Lessor").

WITNESSETH:

Lessor and Paramount Petroleum Corporation, a Delaware corporation (the "Lessee") are parties to that certain Railroad Car Lease Agreement (the "Lease Agreement"), dated June 16, 2005, whereby Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from Lessor certain railroad cars as listed on each Rider incorporated therein.

Lessor and Lessee have executed Rider Eight (8) to Railroad Car Lease Agreement, effective November 8, 2007 whereby Lessor has agreed to lease to Lessee and the Lessee has agreed to lease from Lessor certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

TRINITY INDUSTRIES LEASING
COMPANY

By: 

Name: Eric R. Marchetto

Title: Vice President

Executed on this 18 day of July, 2008

[Memorandum of Lease Agreement]

EXHIBIT A

Equipment: DOT111A100W1 coiled and insulated tank cars
with 25,330 gallon approximate capacity

Quantity: One Hundred Ten (110)

Road Numbers: TILX 252989 – TILX 253098

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/1/08



Robert W. Alvord