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LAW OFFICES OF
LOUIS E. GITOMER

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
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January 3, 2011

THE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204-4022
(202) 466-6532
FAX (410) 332-0885

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
Washington, DC 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Sublease Agreement, a secondary document, dated as of August 1, 2010. The primary document to which this is connected is recorded under Recordation No. 27264. We request that this document be recorded under Recordation No. 27264-E.

The names and addresses of the parties to the Memorandum of Sublease Agreement are:

Sublessor:

Chicago Freight Car Leasing Co.-Touax LLC
169 E. Flager Street, Suite 730
Miami, FL 33131

Sublessee:

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

A description of the equipment covered by the Memorandum of Sublease Agreement consists of 35 covered hopper cars numbered CRDX 15285-15319, inclusive.

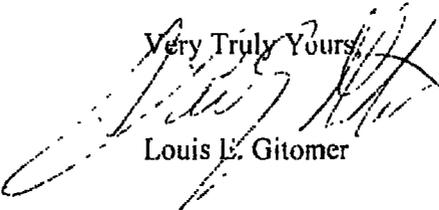
A fee of \$41.00 is enclosed. Please return one copy to:

Louis E. Gitomer
Law Offices of Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204

Ms. Cynthia T. Brown
January 3, 2011
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A short summary of the document to appear in the index follows: a Memorandum of Sublease Agreement between Chicago Freight Car Leasing Co.-Touax LLC, 169 E. Flager Street, Suite 730, Miami, FL 33131, and Valero Marketing and Supply Company, One Valero Way, San Antonio, TX 78249, covering 35 covered hopper cars numbered CRDX 15285-15319, inclusive.

Very Truly Yours,


Louis L. Gitomer

Enclosure

27264-E

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#1136
Valero

ORIGINAL

Memorandum of Sublease Agreement

THIS MEMORANDUM OF SUBLEASE AGREEMENT is made and entered into as of August 1, 2010, by and between VALERO MARKETING AND SUPPLY COMPANY ("Sublessee") and CHICAGO FREIGHT CAR LEASING CO.-TOUAX LLC ("Sublessor"), with reference to the following:

- 1. Concurrently herewith, Sublessor has subleased to Sublessee those certain railcars described on Exhibit A attached hereto (the "Railcars").

All of such Railcars are more fully described in that certain Sublease of Railway Covered Hopper Cars dated as of August 1, 2010 (together with all of the riders, schedules and other attachments thereto, collectively, the "Sublease"), between Sublessor and Sublessee.
- 2. The Sublease shall be effective as of the date hereof and shall be subject to the term specified in the Sublease, and any extension of such term to the extent provided for in the Sublease.

This Memorandum of Sublease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Sublease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Sublease Agreement to be executed as of the date first above written.

VALERO MARKETING AND SUPPLY COMPANY

CHICAGO FREIGHT CAR LEASING CO.-TOUAX LLC

By: [Signature]
Name: KAN APPLSATE
Title: VP-Transportation

By: TOUAX CORP., as Manager [Signature]
Name: Stephen Ponak
Title: Managing Director

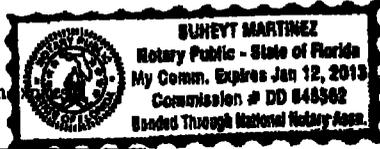


STATE OF FLORIDA)
COUNTY OF Miami Dade) ss.

On this 17 day of November, 2010, before me appeared Stephen Ponsak, the person who signed this instrument, who acknowledged that he is the Managing Director of Touax Corp., the Manager of CHICAGO FREIGHT CAR LEASING CO.-TOUAX LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

My commission




Notary Public

STATE OF Texas)
COUNTY OF Bexar) ss.

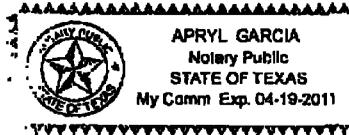
On this 9th day of October, 2010, before me appeared Ken Apelenate, the person who signed this instrument, who acknowledged that (s)he is the ~~VP of Transportation~~ VALERO MARKETING AND SUPPLY COMPANY and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]


Notary Public

My commission expires:

April 9th, 2011



**EXHIBIT A
TO MEMORANDUM OF SUBLEASE AGREEMENT**

DESCRIPTION OF RAILCARS AND REPORTING MARKS

Manufacturer/ Car Type	Car Initial	Car Numbers	No. of Cars	Sublessee
National Steel Car Ltd. 6320 DDG Cars	CRDX	15285 - 15319	35	Valero Marketing and Supply Company
		Total Cars	35	