

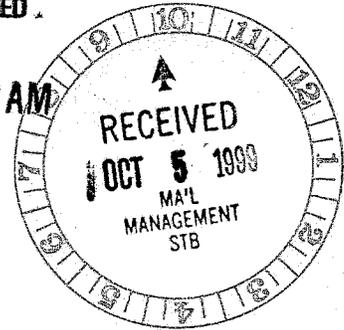
LEXIS® Document Services

October 4, 1999
A member of the Reed Group

RECORDATION NO. 21787-A FILED

OCT - 6 '99

10-00 AM



Taleda Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

Dear Taleda,

Enclosed are three (3) originals of the Memorandum of Lease Extension dated as of 9-14-99 which is intended to evidence Memorandum of Railcar lease dated 11-17-98 between the following parties: This is a secondary document.

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC

Lessee: REYNOLDS METALS COMPANY

The equipment involved in this transaction is as follows:

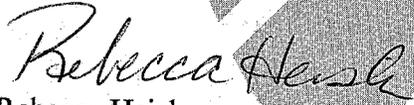
Equipment: 8 - 4750 COVERED HOPPER CARS

Please file this Memorandum as a supplementary document to Recordation No. 21787 and return TWO (2) stamped original to my attention. A check covering the filing fee of \$26.00 is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,


Rebecca Heisler
Administrator

MEMORANDUM OF LEASE EXTENSION

OCT - 6 '99 10-00 AM

THIS MEMORANDUM OF LEASE EXTENSION dated as of this 14th day of SEPTEMBER, 1999, is made by The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and Reynolds Metals Company, a Delaware corporation, with an address at 6601 West Broad Street, Richmond, Virginia 23230 (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 Lease Extension Certificate (the "Certificate") dated as of 9/7/99 covering the equipment listed on Schedule A hereto (the "Equipment") and extending a Master Railcar Lease originally dated as of October 29, 1998 (the "Lease"); pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on November 17, 1998 as Recordation No. 21787.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Certificate, and the respective interests therein of the Parties 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 extends the Lease and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Certificate, 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 Stojich
Name: Catherine Stojich
Title: Vice President Operations

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.

REYNOLDS METALS COMPANY

By: Timothy A. Dorson
Name: Timothy A. Dorson
Title: Manager Administrative Services

SCHEDULE A

CAR INITIAL	CAR NUMBER
CEFX	15494
CEFX	15496
CEFX	15501
CEFX	15511
CEFX	15536
CEFX	15538
CEFX	15544
CEFX	15551
CEFX	15552
CEFX	15553
CEFX	15554
CEFX	15555
CEFX	15561
CEFX	15568
CEFX	15570
CEFX	15571
CEFX	15595
CEFX	15599
CEFX	15619
CEFX	15620
CEFX	15628
CEFX	15635
CEFX	15638
CEFX	15639
CEFX	15641
CEFX	15645
CEFX	15633
CEFX	15483
CEFX	15486
CEFX	15604
CEFX	15471
CEFX	15491
CEFX	15512
CEFX	15521
CEFX	15566
CEFX	15578
CEFX	15591
CEFX	15626
CEFX	15629
CEFX	15643
CEFX	15476
CEFX	15479

CAR INITIAL	CAR NUMBER
CEFX	15490
CEFX	15504
CEFX	15508
CEFX	15522
CEFX	15526
CEFX	15543
CEFX	15558
CEFX	15560
CEFX	15564
CEFX	15567
CEFX	15597
CEFX	15622
CEFX	15613
CEFX	15605
CEFX	15588
CEFX	15505
CEFX	15579
CEFX	15500
CEFX	15627
CEFX	15632
CEFX	15550
CEFX	15642
CEFX	15509
CEFX	15545
CEFX	15586
CEFX	15475
CEFX	15497
CEFX	15549
CEFX	15478
CEFX	15507
CEFX	15603
CEFX	15563
CEFX	15593
CEFX	15615
CEFX	15498
CEFX	15537
CEFX	15621
CEFX	15574