

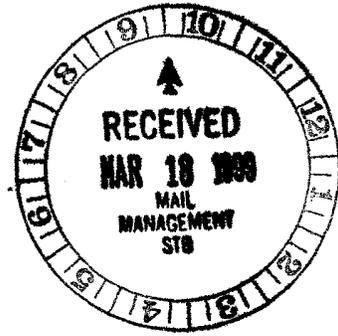


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March 17, 1999

Janice Fort
Surface Transportation Board
Recordation Office
1925 K Street
Suite 70
Washington D.C. 20423

RECORDATION NO. 21808-A FILED
MAR 18 '99 9-30AM



Dear Janice,

Enclosed is an original plus 2 copies, all notarized. This is a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and Jack Daniels Distillery, Inc dated 2/18/99.

Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the document, please return the acknowledgment copy to my attention using First class mail.

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
Rebecca Heisler
Administrator

Surface Transportation Board
Washington, D.C. 20423-0001

OFFICE OF THE SECRETARY

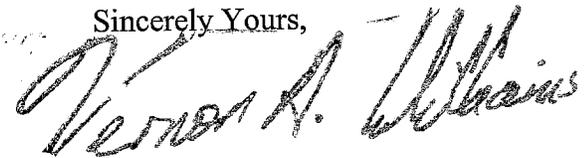
March 18, 1999

Rebecca Heisler
Administrator
LEXIS Document Services
801 Adlai Stevenson Drive
Springfield IL 62703-4261

Dear Ms. Heisler:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on March 18, 1999 at 9:30 AM, and assigned recordation number(s) 21808-A and 22080.

Sincerely Yours,

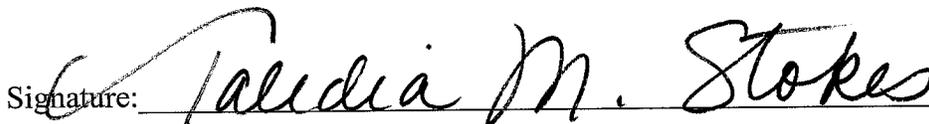


Vernon A. Williams
Secretary

Enclosure(s)

\$ 52.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature: _____



MEMORANDUM OF RAILCAR LEASE

MAR 18 '99

9-30AM

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 18th day of February, 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 Jack Daniel's Distillery, Inc., Lem Motlow, Prop., Inc., a Tennessee corporation, with an address at Highway 55, Lynchburg, TN 37352 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

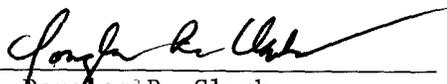
WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of October 19, 1998 covering the equipment listed on Schedule A hereto (the "Equipment"); pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on November 25, 1998 as Recordation No. 21808.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, 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 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.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Name: LAWRENCE E. LITTLEFIELDTitle: VICE PRESIDENTJACK DANIEL'S DISTILLERY, INC.,
Lem Motlow, Prop., Inc.By: Name: Douglas R. ClarkTitle: Manager, Boiler/By-Products

STATE OF)
Tennessee) SS:
COUNTY OF)
Moore

On this 24th day of February, 1999, before me personally appears Douglas R. Clark, to me personally known, who by me duly sworn, says that he/she is the Manager, Bottles/Bg-Products of JACK DANIEL'S DISTILLERY, INC., Lem Motlow, Prop., Inc. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Debra A. Ketherspoon
Notary Public

[SEAL]

My Commission expires: 12/21/99

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 8th day of March, 1999, before me personally appears Lawrence Littlefield, to me personally known, who by me duly sworn, says that he/~~she~~ is the The President of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate filed in New York County
Commission Expires Sept. 3, 2000

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
2	5250 c.f. capacity covered hopper railcars equipped w/ trough hatches	CEFX 11254 & 11285