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SUSAN G. LICHTENFELD

December 21, 2000

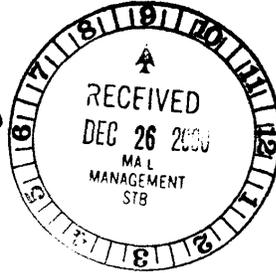
Via Overnight Delivery

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Suite 700
Washington, D.C. 20423

RECORDATION NO. 23292 FILED

DEC 28 '00 18-49 AM

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two original executed copies and two photostatic copies of a Memorandum of Railcar Equipment Lease (the "Memorandum") between JAIX Leasing Company and Jack Daniel Distillery, Lem Motlow, Prop., Inc. dated as of December 1, 2000, which Memorandum is a primary document as defined in the Commissioner's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed Memorandum are:

Lessor: JAIX Leasing Company
20 North Wacker Drive, Suite 2200
Chicago, Illinois 60606

Lessee: Jack Daniel Distillery, Lem Motlow, Prop., Inc.
Hwy 55
P.O. Box 199
280 Lynchburg Highway
Lynchburg, Tennessee 37352

The Memorandum relates to two 5400 c.f. aluminum grain cars marked JAIX 500 and JAIX 2000.

December 21, 2000
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped original copy and two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Document to be Recorded

Memorandum of Railcar Equipment Lease, dated as of December 1, 2000, between JAIX Leasing Company, Lessor, and Jack Daniel Distillery, Lem Motlow, Prop., Inc., Lessee, relating to the two 5400 c.f. aluminum grain cars identified therein.

Very truly yours,


Susan G. Lichtenfeld

SGL/vgc
Enclosures
cc: Robert W. Kleinman
Neil A. Kraetsch

RECORDATION NO. 23292 FILED

DEC 28 '00 18-49 AM

MEMORANDUM OF RAILCAR EQUIPMENT LEASE
SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR EQUIPMENT LEASE dated as of this 1st day of December, 2000, is made by Jack Daniel Distillery, Lem Motlow, Prop., Inc., a Tennessee corporation, with an address at Hgwy 55, P.O. Box 199, 280 Lynchburg Highway, Lynchburg, Tennessee 37352 (the "Lessee"), and JAIX Leasing Company, a Delaware corporation, with an address at 980 North Michigan Avenue, Suite 1000, Chicago, Illinois 60611 (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Railcar Equipment Lease (the "Lease") dated as of the date hereof covering the equipment listed on Schedule 1 hereto (the "Equipment");

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, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

JACK DANIEL DISTILLERY, LEM MOTLOW, PROP., INC.

By: Thomas R. Bean
Name: Thomas R. Bean
Title: V.P. & General Mgr.

JAIX LEASING COMPANY
By: Edward J. Whalen
Name: Edward J. Whalen
Title: VICE PRESIDENT



STATE OF TENNESSEE)
) SS:
COUNTY OF Moore)

On this 11th day of December, 2000 before me personally appears Thomas R. Bean, to me personally known, who by me duly sworn, says that he/she is the V.P. & General Manager of JACK DANIEL DISTILLERY, 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.

Buddy Weatherman
Notary Public

[SEAL]

My Commission expires: 12/21/03

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 20th day of December, 2000 before me personally appears EDWARD J. WHALEN, to me personally known, who by me duly sworn, says that he/she is the VICE PRESIDENT of JAIX LEASING COMPANY (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.

Charline Harders
Notary Public

♦♦♦♦♦
"OFFICIAL SEAL"
♦ CHARLINE HARDERS
♦ Notary Public, State of Illinois
♦ My Commission Expires 08/28/04
♦♦♦♦♦
[SEAL]

My Commission expires: 8/28/04

**SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR EQUIPMENT LEASE
DATED DECEMBER 1, 2000**

EQUIPMENT

Two (2) 5400 c.f. aluminum grain cars marked as follows:

JAIX 500
JAIX 2000