

RECORDATION NO. **23888** - PENDING

MAR 6 '02 3-51 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

March 6, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Lease Supplement, dated as of November 30, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: ACF Acceptance VII LLC
 620 North Second Street
 St. Charles, Missouri 63301

Lessee: The Proctor & Gamble
 Distributing Company, Inc.
 5299 Spring Grove Ave
 Cincinnati, OH 45217

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

52 railcars bearing PGHX 41001 - 41052

Mr. Vernon A. Williams
March 6, 2002
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A short summary of the document to appear in the index follows:

Memorandum of Lease Supplement

Also enclosed is a check in the amount of \$28.00 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,



Robert W. Alvord

RWA/anr
Enclosures

MEMORANDUM OF LEASE SUPPLEMENT

This Memorandum of Lease Supplement is made and entered into as of November 30, 2001 by and between ACF Acceptance VII LLC, a Delaware limited liability company, as Lessor ("Lessor"), and The Procter & Gamble Distributing Company, Inc., an Ohio corporation ("Lessee").

The undersigned have entered into that certain Equipment Lease Agreement (the "Lease Agreement"), dated as of November 30, 2001 and the related Lease Supplement No. 1, dated as of November 30, 2001, pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Supplement to be duly executed by their respective officers duly authorized as of the date and year first above written.

ACF ACCEPTANCE VII LLC, Lessor
By: ACF ACCEPTANCE LLC, Member
By: ACF Industries, Incorporated, Member

By: 
Name: Robert J. Mitchell
Title: Senior Vice President of Finance

THE PROCTER & GAMBLE DISTRIBUTING COMPANY, INC., Lessee

By: 
Name: CHARLES R. FELDMAN
Title: DISTRIBUTION MGR

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SURFACE TRANSPORTATION BOARD

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 2nd day of ~~December, 2001~~ January, 2002, before me, personally appeared Robert J. Mitchell, to me personally known, who being by me duly sworn, says that he resides at Nassau County, New York and is the Senior Vice President of Finance of ACF Industries, Incorporated, the sole member of the sole member of ACF Acceptance VII LLC, that said instrument was signed on the date hereof on behalf of said company by authority of the Board of Directors of ACF Industries, Incorporated; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

DOLORES TOOMEY
Notary Public, State of New York
No. 41-4771811
Qualified in Queens County
Commission Expires May 31, 2002


Notary Public

STATE OF Ohio)
) ss.:
COUNTY OF Lamont)

On this 18th day of December, 2001, before me, personally appeared Charles R. Seaman to me personally known, who being by me duly sworn, says that he resides at Linton County, State of Kentucky and is the Distribution Mgr. of The Procter & Gamble Distributing Company, Inc., that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public



SYLVIA E. ISON
Notary Public, State of Ohio
My Commission Expires 09-23-06

SCHEDULE A
CARS

| Quantity | Description | Reporting Marks | Road Numbers |
|----------|-------------|-----------------|---------------|
| 52 | C614 | PGHX | 41001 - 41052 |