



CORPORATION SERVICE COMPANY

RECORDATION NO. 25043-B FILED

MAY 15 '06

11-53 AM

SURFACE TRANSPORTATION BOARD



May 12, 2006

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
Barbara.saddler@stb.dot.gov

REF: 099703/005

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of October 5, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **NEWELL RECYCLING OF ATLANTA, INC.**
1359 Central Avenue East Point, GA 30344

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **NEWELL RECYCLING OF ATLANTA, INC.** covering 22 mill gondola cars with reporting marks and numbers - JTLX 5800 - JTLX 5866 - NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #25043 dated 07/08/04 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-four dollars (\$34.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

MAY 15 '06

11-53 AM

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this October day of 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and NEWELL RECYCLING OF ATLANTA, INC., a Texas corporation, with an address at 1359 Central Ave, East Point, GA 30344 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

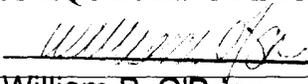
WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of February 18, 2004 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on July 8, 2004 and given Recordation Number 25043.

WHEREAS, the Parties have entered in to an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set for the in **Schedule A** hereto, 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.

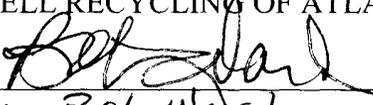
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
 Name: William P. O'Brien
 Title: Vice President

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.

NEWELL RECYCLING OF ATLANTA, INC.

By: 
 Name: Bob Ward
 Title: VP-CFO

Schedule A

Number of Cars

Equipment Description

22 52' - high sided steel mill gondola

1	JTLX	5800
2	JTLX	5801
3	JTLX	5807
4	JTLX	5810
5	JTLX	5815
6	JTLX	5817
7	JTLX	5819
8	JTLX	5824
9	JTLX	5825
10	JTLX	5826
11	JTLX	5827
12	JTLX	5831
13	JTLX	5842
14	JTLX	5846
15	JTLX	5847
16	JTLX	5850
17	JTLX	5853
18	JTLX	5856
19	JTLX	5858
20	JTLX	5860
21	JTLX	5862
22	JTLX	5866