



LEXIS Document Services

December 27, 2000

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 700
Washington D.C. 20423



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of November 8, 2000 between the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC
1211 Avenue of the Americas, New York, NY 10036

Lessee: REILLY INDUSTRIES, INC
1500 South Tibbs Avenue
P.O. Box 42912
Indianapolis, IN 46242-0912

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: Reilly Industries Inc covering 5 covered hopper railcars with reporting marks and numbers - CEFX 152040-152152, not inclusive

Please file this memorandum as a secondary document to Recordation #23173 dated 10/20/00 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$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
Rebecca Heisler
Administrator

RECORDATION NO. 23173-A FILED

DEC 29 '00 12-27 AM

SURFACE TRANSPORTATION BOARD

enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 8th day of November, 2000, 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 REILLY INDUSTRIES, INC., an Indiana corporation, with an address at 1500 South Tibbs Avenue, P.O. Box 42912, Indianapolis, IN 46242-0912 (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 January 1, 1999 covering the equipment listed on Schedule A hereto (the "Equipment"), *pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on October 20, 2000 as resolution number 23173.*

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.

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: *Richard M. Latini*
Name: RICHARD M. LATINI
Title: V. P. General

RECORDATION NO. 23217-A FILED

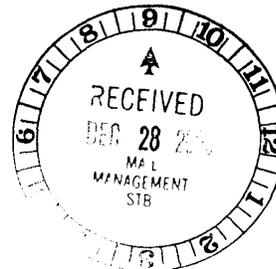
DEC 29 '00 12-27 AM

SURFACE TRANSPORTATION BOARD

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.

REILLY INDUSTRIES, INC.

By: *Robert J. Kriner*
Name: ROBERT J. KRINER
Title: CORP RAIL SPECIALIST



Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
5	4750 c.f. covered hopper cars with gravity gates and trough hatches	CEFX 152040 CEFX 152045 CEFX 152071 CEFX 152107 CEFX 152152