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RECORDATION NO. 23052-A **FILED**



August 7, 2001

**AUG 08 '01 1-36 PM**

Taledia Stokes  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

**SURFACE TRANSPORTATION BOARD**

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of October 11, 2000 between the following parties:

Names and address of the following parties:

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

Lessee: **KAISER ALUMINUM & CHEMICAL CORPORATION**  
1100 Johnson Ferry Road N.E., Atlanta, GA 30342

**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: **KAISER ALUMINUM & CHEMICAL CORPORATION** covering 30 coal hoppers with reporting marks and numbers – CEFX 13780 – CEFX 13809, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #23052 dated 8/7/00 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey  
New Business Development/Research Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 11<sup>th</sup> day of October, 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 KAISER ALUMINUM & CHEMICAL CORPORATION, a Delaware corporation, with an address at 1100 Johnson Ferry Road N.E., Atlanta, GA 30342 (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 June 27, 2000 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on 8/7/00 as recordation number 230578.

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: [Signature]  
Name: RICHARD M. LATINI  
Title: V.P. SALES

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.

KAISER ALUMINUM & CHEMICAL CORPORATION

By: [Signature]  
Name: MICHAEL J. SCHREIER  
Title: V.P. Bus. Dev. - ALUMINA

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SURFACE TRANSPORTATION BOARD

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Car Mark and Numbers</u>
30	5150 c.f. covered hopper railcars	CEFX 13780 CEFX 13781 CEFX 13783 CEFX 13784 CEFX 13785 CEFX 13786 CEFX 13787 CEFX 13788 CEFX 13789 CEFX 13790 CEFX 13791 CEFX 13792 CEFX 13793 CEFX 13794 CEFX 13795 CEFX 13796 CEFX 13797 CEFX 13798 CEFX 13799 CEFX 13800 CEFX 13801 CEFX 13802 CEFX 13803 CEFX 13804 CEFX 13805 CEFX 13806 CEFX 13807 CEFX 13808 CEFX 13809