

BALL JANIK LLP

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RECORDATION NO. 23910 FILED

MAR 21 2002

2:02 PM

SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

March 21, 2002

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed three originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of March 21, 2002. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Lease Plan U.S.A., Inc.
1165 Sanctuary Parkway
Alpharetta, GA 30004

Lessee:

Alcoa, Inc.
201 Isabella Street
Pittsburgh, PA 15212

A description of the equipment covered by the Memorandum of Lease Agreement consists of three GP-40-3 locomotives numbered PCN 3000, 3001, and 3002.

23910 2:02

BALL JANIK LLP

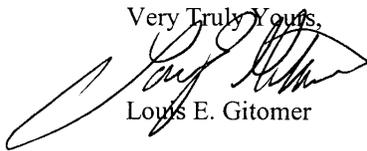
Honorable Vernon A. Williams
March 21, 2002
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A fee of \$ 28.00 is enclosed. Please return two originals to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Lease Plan U.S.A., Inc., 1165 Sanctuary Parkway, Alpharetta, GA 30004, and Alcoa, Inc., 201 Isabella Street, Pittsburgh, PA 15212, covering three GP-40-3 locomotives numbered PCN 3000, 3001, and 3002.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'Louis E. Gitomer', is written over the typed name. The signature is fluid and cursive.

Louis E. Gitomer

Enclosures

MEMORANDUM OF LEASE AGREEMENT

This Memorandum of Lease Agreement, made and entered into as of March 21, 2002, is by and between Lease Plan U.S.A., Inc. ("Lessor"), 1165 Sanctuary Parkway, Alpharetta, GA 30004, and Alcoa Inc. and its divisions and wholly-owned subsidiaries ("Lessee"), ~~State Road 66, Building 860, Newburgh, IN 47630~~ 201 Isabella Street, Pittsburgh, PA 15212. DM
WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the three GP-40-3 locomotives numbered PCN 3000, 3001, and 3002.
2. The Lease of the Locomotives shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.
3. This Memorandum may be executed in two or more counterparts each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

Lease Plan U.S.A., Inc.
as Lessor

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SURFACE TRANSPORTATION BOARD

By: [Signature]
Name: John M. Jaje
Title: SEVP

Alcoa Inc. and its divisions and wholly-owned subsidiaries
as Lessee

By: [Signature]
Name: David Besio
Title: Purchasing Agent

STATE OF GEORGIA)
) ss.
County of FULTON)

On this 26 day of February, 2002, before me, CHRISTINE C. STEVENS, the undersigned Notary Public, personally appeared JOHN III. JASE personally known to me to be the person who executed the within instrument as SR. VICE PRESIDENT on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Christine C. Stevens
Notary Public for DANSON CTY, GA
My Commission expires 12/16/05

STATE OF Texas)
) ss.
County of Calhoun)

On this 15 day of ^{March}~~February~~, 2002, before me, Deborah A. Gray, the undersigned Notary Public, personally appeared David A. Basio personally known to me to be the person who executed the within instrument as Purchasing Agent on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Deborah A. Gray
Notary Public for Calhoun County, Texas
My Commission expires 3-9-2003