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RECORDATION NO. 23052-D FILED

FEB 11 '03 10-42 AM

SURFACE TRANSPORTATION BOARD

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February 10, 2003

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

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 26, 2002 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**
1111 Airline Highway, Gramercy, LA 70052

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 50 hopper cars with reporting marks and numbers – CEFX 11229 – CEFX 13623, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #23052 dated 8/17/00 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) 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

Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 26th day of August, 2002, 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 KAISER ALUMINUM & CHEMICAL CORPORATION, a Delaware corporation, with an address at 1111 Airline Highway, Gramercy, LA 70052 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

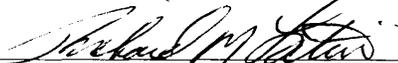
WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June 27, 2000, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on August 17, 2000 and given Recordation Number 23052.

WHEREAS, the Parties have entered into 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 forth 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.

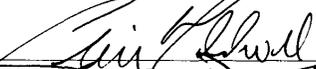
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that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

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
Name: Richard Latini
Title: Senior 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.

KAISER ALUMINUM & CHEMICAL CORPORATION

By: 
Name: Greg R. Adwell
Title: Vice President

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SURFACE TRANSPORTATION BOARD

Schedule A

Number of Cars	Equipment Description	
50	5,150 C.F. covered hopper car with gravity gates and trough hatches	
1	CEFX	11229
2	CEFX	11230
3	CEFX	12128
4	CEFX	12189
5	CEFX	12190
6	CEFX	12203
7	CEFX	12272
8	CEFX	12298
9	CEFX	12344
10	CEFX	12385
11	CEFX	13502
12	CEFX	13504
13	CEFX	13505
14	CEFX	13508
15	CEFX	13517
16	CEFX	13518
17	CEFX	13519
18	CEFX	13522
19	CEFX	13523
20	CEFX	13524
21	CEFX	13526
22	CEFX	13528
23	CEFX	13533
24	CEFX	13535
25	CEFX	13539
26	CEFX	13541
27	CEFX	13543
28	CEFX	13544
29	CEFX	13546
30	CEFX	13547
31	CEFX	13576
32	CEFX	13578
33	CEFX	13581
34	CEFX	13586
35	CEFX	13591
36	CEFX	13593
37	CEFX	13594
38	CEFX	13595
39	CEFX	13596
40	CEFX	13598
41	CEFX	13601
42	CEFX	13605
43	CEFX	13610
44	CEFX	13611
45	CEFX	13613
46	CEFX	13614
47	CEFX	13615
48	CEFX	13616
49	CEFX	13621
50	CEFX	13623