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RECORDATION NO. 23173-C FILED

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SURFACE TRANSPORTATION BOARD

April 8, 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 January 16, 2003 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: **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 6 coal hoppers with reporting marks and numbers – CEFX 154139 – CEFX 154245, 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 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*  
Sherry Lewey

Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 16<sup>th</sup> day of January, 2003 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 certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on October 20, 2000 as Recordation Number 23173.

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: Joseph T. Mankowski  
Name: Joseph Mankowski  
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.

REILLY INDUSTRIES, INC.

By: Michael Gold Smith  
Name: MICHAEL GOLDSMITH  
Title: CEO - KLS LOGISTICS SERVICES, INC.  
FOR REILLY INDUSTRIES INC.

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SURFACE TRANSPORTATION BOARD

# Schedule A

Number of Cars	Equipment Description	
6	4,750 C.F. covered hopper car with gravity gates and trough hatches	
1	CEFX	154139
2	CEFX	154190
3	CEFX	154199
4	CEFX	154208
5	CEFX	154209
6	CEFX	154245