



**CORPORATION SERVICE COMPANY**

December 9, 2003

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

RECORDATION NO. 12017-0 FILED

DEC 10 '03 11-27 AM

SURFACE TRANSPORTATION BOARD

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RECEIVED  
DEC 10 2003  
MAIL  
MANAGEMENT  
STB

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Lease Extension** dated as of July 5, 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: **GATX FINANCIAL CORPORATION**  
500 West Monroe Street, Chicago, IL. 60661

**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: **GATX FINANCIAL CORPORATION** covering 113 tank cars with reporting marks and numbers — GATX 300610 – GATX 300172 NOT INCLUSIVE.

Please file this memorandum as a PRIMARY document 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

Corporation Service Company – 801 Adlai Stevenson Drive; Springfield, IL 62703-4261

Enclosure

MEMORANDUM OF LEASE EXTENSION

THIS MEMORANDUM OF LEASE EXTENSION dated as of this 5 day of July, 2003, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor") and, GATX Financial Corporation, a Delaware corporation, with an address at 500 West Monroe Street, Chicago, Illinois 60661 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, General American Transportation Corporation and The Connecticut Bank and Trust Company entered into that certain Lease of Railroad Equipment dated as of July 1, 1980 (the "Lease") which Lease was filed with the Interstate Commerce Commission (now known as the Surface Transportation Board) on July 18 at 1:30 PM, as Recordation Number 12017-B. General American Transportation Corporation is now known as GATX Financial Corporation. Lessor acquired all of the interest of The Connecticut Bank and Trust Company, now known as U.S. Bank, National Association, in the Lease and the railroad equipment leased thereunder. Lessor and Lessee have entered into that certain Lease Extension Agreement (the "Agreement") dated as of July 5, 2003 covering the equipment listed on Schedule A hereto (the "Equipment") and extending the Lease.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, 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 extends the Lease and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Agreement, 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: Catherine Stigeb  
Name: Catherine Stigeb  
Title: 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.

GATX FINANCIAL CORPORATION

By: Thomas A. Ellman  
Name: Thomas A. Ellman  
Title: Vice-President

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**SCHEDULE A**  
**SCHEDULE A TO LEASE EXTENSION AGREEMENT**

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Builders Specifications</u>	<u>Quantity</u>	<u>Lessee's Road Numbers</u>	<u>Unit Base Price</u>
100 ton tank cars	DOT 11A 100W-1	13,250 gal.	12	GATX 300610 - 300611 GATX 300613 GATX 300614 GATX 300615 GATX 300617 - 300620 GATX 300622 - 300624	51,675
100 ton tank cars	DOT 11A 100W-1	13,250 gal.	27	GATX 300625 GATX 300629 GATX 300632 - 300640 GATX 300642 - 300655 GATX 300658 - 300659	50,862
100 ton tank cars	DOT 11A 100W-1	20,000 gal.	18	GATX 300590 - 300592 GATX 300594 - 300604 GATX 300606 - 300609	48,411
100 ton tank cars	DOT 11A 100W-1	20,000 gal.	2	GATX 300670 - 300671	48,432
100 ton tank cars	DOT 11A 100W-1	29,200 gal.	7	GATX 300660 - 300665 GATX 300669	51,009
100 ton tank cars	DOT 11A 100W-1	26,000 gal.	10	GATX 300680 - 300689	48,485
Airslide Cars	DOT 11A 100W-1	4,566 cu . ft.	37	GATX 400150 - 400162 GATX 400164 GATX 300166 - 300170 GATX 300172 - 300189	55,180