



CORPORATION SERVICE COMPANY

RECORDATION NO. 21787-C FILED

FEB 07 '05 10-53 AM

SURFACE TRANSPORTATION BOARD



February 4, 2005

Barbara Saddler  
**Surface Transportation Board**  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
(202) 565-1656  
(202) 565-9004 – Fax  
[Barbara.Saddler@stb.dot.gov](mailto:Barbara.Saddler@stb.dot.gov)

RE: 141197-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease LEASING TRANSFER AGREEMENT** dated as of September 22, 2004 on the following:

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

Lessee: **ALCOA INC.**  
Riverview Tower Knoxville, TN 37902

Recordation#s:  
**21787 (recorded on November 17, 1998) and 21787-B (recorded on February 22, 2000)**

A short summary of the document to appear in the index follows:

**Memorandum of Railcar Lease LEASING TRANSFER AGREEMENT: ALCOA INC., lessee, has merged with Reynolds Metals Company.**

Please file this **LEASING TRANSFER AGREEMENT** and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$32.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist  
Corporation Service Company  
801 Adlai Stevenson Drive Springfield, IL 62703

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 22nd day of September 2004 effective as of October 1, 2002, 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 ALCOA INC., a Pennsylvania corporation, with an address at Riverview Tower, Knoxville, TN 37902 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Reynolds Metals Company, as lessee, and Lessor, as lessor, entered into a Master Railcar Lease, dated as of October 29, 1998 and Schedule No. 01 thereto dated October 29, 1998 (hereinafter collectively referred to as the "Lease") covering the Equipment described in the Schedule, which Lease was filed and recorded pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on November 17, 1998 as Recordation Number 21787.

WHEREAS, Reynolds Metals Company, as lessee, and Lessor, as lessor entered into an additional Schedule No. 02 dated November 16, 1999, which was filed and recorded pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on February 22, 2000 as Recordation Number 21787-B.

WHEREAS, the Parties have entered into a Leasing Transfer Agreement dated 9/7/2004 and wish to show for the public record the existence of the Leasing Transfer 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 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 F. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

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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.

ALCOA INC.

By: Robert G. Feelman  
Name: ROBERT G. FEELMAN  
Title: MANAGER

## Leasing Transfer and Assumption Agreement

The CIT Group/Equipment Financing, Inc.

This Agreement dated 9/22, 200~~0~~, effective as of October 1, 2002, is made between The CIT Group/Equipment Financing, Inc. ("CIT") and Alcoa Inc. ("Company").

Whereas, Reynolds Metals Company ("Lessee"), as lessee, and CIT, as lessor, heretofore entered into a Master Railcar Lease, dated as of October 29, 1998 and Schedule No. 01 thereto dated October 29, 1998 and Schedule No. 02 thereto dated November 16, 1999, (hereinafter collectively referred to as the "Lease"), and

Whereas, effective May 3, 2000, Lessee merged with Company being the surviving entity.

Now, therefore, for good and valuable consideration the receipt of which is hereby acknowledged the parties agree as follows:

Company hereby confirms and agrees that it has assumed all of the obligations of Lessee under said Lease, including but not limited to the obligation to pay all unpaid rentals due under the Lease for the remaining term thereof, as though Company were the lessee named therein. In addition to all of CIT's other rights, Company agrees that it shall sign a Memorandum of Lease and that CIT may file same with the Surface Transportation Board and that CIT may take all other steps it deems necessary to perfect and protect its ownership interest in the property covered by the Lease and Company agrees to execute any further documents that CIT deems necessary in connection therewith.

IN WITNESS WHEREOF, we have hereunto set our hands the day and year first above written.

**The CIT Group/Equipment Financing, Inc.**

By: \_\_\_\_\_

Title: \_\_\_\_\_

*Joseph F. Marlow*  
Sr. Vice President

**Alcoa Inc.**

By: \_\_\_\_\_

Title: \_\_\_\_\_

*Robert G. [Signature]*  
MANAGER