



CORPORATION SERVICE COMPANY

RECORDATION NO. 21787-E FILED

FEB 07 '05 11-35 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
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Barbara.Saddler@stb.dot.gov



RE: 141194-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 22, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

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

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: **ALCOA INC.** covering 35 covered hopper cars with reporting marks and numbers –CEFX 15471 – GRPX 944521 - NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 21787 dated November 17, 1998 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-two 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

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 22 day of ~~September~~, 2002, 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, 20th Floor, 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, the parties entered into that certain Master Railcar Lease (the "Lease") dated as of October 29, 1998, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on November 17, 1998 as Recordation Number 21787.

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 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 Liffelman
Name: ROBERT LIFFELMAN
Title: MANAGER

Schedule A

Number of Cars	Equipment Description
44	4,750 C.F. covered hopper car with gravity gates and trough hatches

1	CEFX	15471
2	CEFX	15475
3	CEFX	15476
4	CEFX	15478
5	CEFX	15486
6	CEFX	15491
7	CEFX	15507
8	CEFX	15509
9	CEFX	15512
10	CEFX	15521
11	CEFX	15538
12	CEFX	15549
13	CEFX	15550
14	CEFX	15558
15	CEFX	15560
16	CEFX	15568
17	CEFX	15571
18	CEFX	15591
19	CEFX	15595
20	CEFX	15597
21	CEFX	15599
22	CEFX	15603
23	CEFX	15613
24	CEFX	15615
25	CEFX	15620
26	CEFX	15633
27	CEFX	15635
28	CEFX	15639
29	CEFX	15643
30	GRPX	944036
31	GRPX	944039
32	GRPX	944052
33	GRPX	944191
34	GRPX	944202
35	GRPX	944240
36	GRPX	944242
37	GRPX	944249
38	GRPX	944311
39	GRPX	944367
40	GRPX	944378
41	GRPX	944406
42	GRPX	944427
43	GRPX	944499
44	GRPX	944521