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LAW OFFICES OF  
**LOUIS E. GITOMER**

SURFACE TRANSPORTATION BOARD

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January 2, 2009

Honorable Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Acting Secretary Quinlan:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of December 12, 2006. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Lease Plan U.S.A., Inc.  
1165 Sanctuary Parkway  
Alpharetta, GA 30004

Lessee:

Alcoa, Inc.  
201 Isabella Street  
Pittsburgh, PA 15212

A description of the equipment covered by the Memorandum of Lease Agreement consists of one P115B-4RS locomotive numbered CLCX 5119.

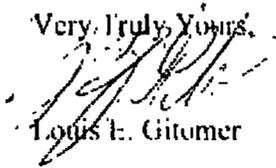
Honorable Anne K. Quinlan  
January 2, 2009  
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A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

A short summary of the document to appear in the index follows: Memorandum of Lease Agreement between Lease Plan U.S.A., Inc., 1165 Sanctuary Parkway, Alpharetta, GA 30004, and Alcoa, Inc., 201 Isabella Street, Pittsburgh, PA 15212, covering one PL15B-4RS locomotive numbered CLCX 5119.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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SURFACE TRANSPORTAL BR BOARD



## MEMORANDUM OF LEASE AGREEMENT

This Memorandum of Lease Agreement, made and entered into as of December 12, 2006, is by and between Lease Plan U.S.A., Inc. ("Lessor"), 1165 Sanctuary Parkway, Alpharetta, GA 30004, and Alcoa Inc. ("Lessee"), 201 Isabella Street, Pittsburgh, PA 15212.

## WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the one PL15B-4RS locomotive numbered CLCX 5119.

2. The Lease of the locomotive shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.

3. This Memorandum may be executed in two or more counterparts each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

Lease Plan U.S.A., Inc.  
as Lessor

By:   
Name: John M. Ahe  
Title: Executive Vice President

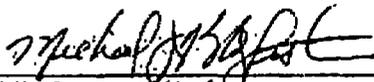
Alcoa Inc.  
as Lessee

By:   
Name: William E. Johnson  
Title: Global Sourcing Mgr.



INDIANA  
 State of ~~Pennsylvania~~ )  
 WARRICK ) ss.  
 County of ~~Allegheny~~ )

On this 12 day of DECEMBER, 2008, before me, MICHAEL J. KLOPFENSTEIN, the undersigned Notary Public, personally appeared WILLIAM E. JOHNSON personally known to me to be the person who executed the within instrument as GLOBAL SOURCING MANAGER on behalf of Alcoa Inc., and acknowledged to me that the corporation executed it.

  
 Notary Public for INDIANA  
 My Commission expires 09/14/2014

MICHAEL J. KLOPFENSTEIN  
 NOTARY PUBLIC  
 WARRICK COUNTY, INDIANA  
 COMMISSION EXPIRES 9/14/2014



STATE OF GEORGIA            )  
   ) .ss.  
 County of Fulton Cobb        )

On this 3<sup>rd</sup> day of November, 2008, before me, Byron Anderson, the undersigned Notary Public, personally appeared John M. Taje personally known to me to be the person who executed the within instrument as Executive Vice President on behalf of Lease Plan U.S.A., Inc., and acknowledged to me that the corporation executed it.

Byron Anderson  
 Notary Public for Cobb County  
 My Commission expires July 26, 2009

