

Law Offices of

# CHAPMAN AND CUTLER

a partnership including professional corporations

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RECORDATION NO **16659** FILED 1425

December 15, 1989 **DEC 18 1989 -12 35 PM**

**INTERSTATE COMMERCE COMMISSION**

**9-352A043**

VIA FEDERAL EXPRESS

Honorable Noreta R. McGee, Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation under the provisions of 49 USC 11303(a) are four (4) original counterparts of Memorandum of Car Use Agreement dated as of October 15, 1989 (the "Memorandum") between Burlington Northern Railroad Company, a Delaware corporation (the "Lessee") and Citicorp Railmark, Inc., a Delaware corporation (the "Lessor"). Said Memorandum relates to that certain Car Use Agreement dated October 15, 1989 between the Lessor and the Lessee. Said Memorandum is a primary document, not previously recorded, and should be recorded under a new recordation number.

A general description of the railroad equipment covered by the Memorandum is set forth in Exhibit A attached to this letter and made a part hereof.

The names and addresses of the parties are:

Lessor: Citicorp Railmark, Inc.  
601 Midland Avenue  
Rye, New York 10580

Lessee: Burlington Northern Railroad Company  
9401 Indian Creek Parkway  
P.O. Box 29136  
Overland Park, Kansas 66201-9136

Once the filings have been made please return the stamped counterparts of the Memorandum not required for filing purposes, together with the ICC fee receipt and the letter from the ICC acknowledging the filings to David B. McMullen, Esq., Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also, enclosed is a check in the amount of \$15.00 covering the required recording fee.

CHAPMAN AND CUTLER

A short summary of the enclosed secondary document to appear in the Index is as follows:

"Covers one hundred and forty-five (145) 100-ton trough hatch covered hopper cars"

Very truly yours,

CHAPMAN AND CUTLER

By David B. McMullen / (s)  
David B. McMullen

DBM/srv  
Enclosures

EXHIBIT A

Quantity

145

Size of Cars

100-ton trough hatch  
covered hopper cars

Car Numbers

CREX 4600-4608  
4610-4624  
4626-4653  
4655-4657  
4659-4695  
4697-4749

**Interstate Commerce Commission**  
Washington, D.C. 20423

1/3/90

OFFICE OF THE SECRETARY

David B McMullen, Esq.  
Chapman & Cutler  
111 West Monroe St.  
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/18/89 at 12:35pm, and assigned recordation number(s). 16659

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

16659

RECORDED TO FILED 1989

DEC 18 1989 -12 35 PM  
INTERSTATE COMMERCE COMMISSION

**MEMORANDUM OF CAR USE AGREEMENT**

Memorandum of Car Use Agreement for one hundred and forty-five (145) 100-ton trough hatch covered hopper cars made and entered into as of October 15, 1989 by and between CITICORP RAILMARK, INC., a Delaware corporation, ("Lessor") and BURLINGTON NORTHERN RAILROAD COMPANY, a Delaware corporation (the "Lessee").

**W I T N E S S E T H**

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor pursuant to that certain Car Use Agreement dated October 15, 1989 ("Car Use Agreement") by and between the Lessor and the Lessee one hundred and forty-five (145) 100-ton trough hatch covered hopper cars bearing the railroad reporting markings set forth on Exhibit A.

2. The Car Use Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the term as set forth in Section 2 of the Car Use Agreement.

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

CITICORP RAILMARK, INC.

By: [Signature]  
Its: Exec. VP.

BURLINGTON NORTHERN RAILROAD  
COMPANY

By: [Signature]  
Its: Gen. Mgr.

STATE OF New York )  
 ) SS.  
COUNTY OF WESTCHESTER )

On this 7th day of December, 1989, before me personally appeared ROBERT E. KRUSE to me personally known, who being by me duly sworn, says that he is a Exec. Vice President of CITICORP RAILMARK, INC., that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.

  
Notary Public

ROBERT R. GOLDBERG  
Notary Public, State of New York  
No. 4690571  
Qualified in Westchester County  
Commission Expires November 30, 1991

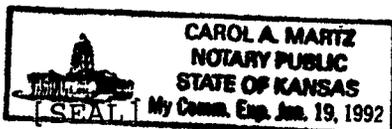
[SEAL]

Commission expires: 11/30/91

STATE OF Kansas )  
 ) SS.  
COUNTY OF Johnson )

On this 12 day of December, 1989, before me personally appeared JWRath to me personally known, who being by me duly sworn, says that [s]he is the GSFCM of BURLINGTON NORTHERN RAILROAD COMPANY, that the foregoing instrument was signed on behalf of said corporation, and [s]he acknowledged that the execution of said instrument was his/her free act and deed.

  
Notary Public



Commission expires: 1-19-92

EXHIBIT A

<u>Quantity</u>	<u>Size of Cars</u>	<u>Car Numbers</u>
145	100-ton trough hatch covered hopper cars	CREX 4600-4608 4610-4624 4626-4653 4655-4657 4659-4695 4697-4749