

TRANSPORTATION CORPORATION OF AMERICA

P O BOX 218 / CHICAGO HEIGHTS, ILLINOIS 60411 / AREA CODE 312 / 757-5900

Interstate Commerce Commission
Attn: Mrs. Mildred Lee
Room 2302
12th & Constitution Avenue, N.W.
Washington, DC 20423

September 8, 1989

RECORDED BY 16512 FILED 145

SEP 11 1989 -12 05 AM

INTERSTATE COMMERCE COMMISSION

9-257A021

Dear Mrs. Lee:

Enclosed for recordation under the provision of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, are five (5) copies of the following:

Memorandum of Lease Agreement dated as of July 28, 1989
between TRANSPORTATION CORPORATION OF AMERICA and
Waterloo Railway Company

Recordation No. N/A

No. of Auto Racks: Eighty-eight (88)

Twenty-three (23) fully enclosed Bi-Levels

Sixty-five (65) fully enclosed Tri-Levels

Rack Numbers: 1800 thru 1887, both inclusive

SEP 11 11 57 AM '89
REC'D UNIT

The names and addresses of the parties hereto are as follows:

Lessor:

Lessee:

Transportation Corporation of America
P.O. Box 218
Chicago Heights, IL 60411

Waterloo Railway Company
233 North Michigan Avenue
Chicago, IL 60601

The undersigned is the Treasurer of Transportation Corporation of America and has knowledge of the matters set forth within the enclosed documents. Kindly record and thereafter return to T.A. Layton, Transportation Corporation of America, P.O. Box 218, Chicago Heights, Illinois 60411, the remaining four (4) copies of the enclosed document marked "Recorded".

Attached hereto is a remittance in the sum of \$10.00 covering the required Recording Fee.

Cordially,

TRANSPORTATION CORPORATION OF AMERICA



T. A. Layton
Treasurer

/jp

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

9/11/89

OFFICE OF THE SECRETARY

T.A. Layton
Treasurer
Transportation Corporation Of America
P.O.Box 218
Chicago Heights, Illinois 60411

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 9/11/89 at 12:05pm and assigned recordation number(s). 16512

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

16512

RECEIVED BY _____ FROM 145

SEP 11 1989 -12 05 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE

Dated as of July 28, 1989

Between

TRANSPORTATION CORPORATION OF AMERICA

A Division of Thrall Car Manufacturing Company ("LESSOR")

and

WATERLOO RAILWAY COMPANY ("LESSEE")

Memorandum of a Lease Agreement, made and entered into as of July 28, 1989 by and between TRANSPORTATION CORPORATION OF AMERICA, a Division of Thrall Car Manufacturing Company, a Delaware corporation ("Lessor") and WATERLOO RAILWAY COMPANY, a Delaware corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to the Lessee, and the Lessee has agreed to lease from Lessor the railroad cars shown on Rider "A" attached hereto, and such additional Riders as may be added hereto from time to time by agreement of the parties and signed by their duly authorized representatives.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall expire upon expiration of the rental term of the last car, or cars, covered thereunder. The rental term for each car shall be as shown in the Rider covering such car.

In Witness Whereof, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers and duly attested as of the date and year first above written.

(CORPORATE SEAL)

TRANSPORTATION CORPORATION OF AMERICA
A Division of Thrall Car Manufacturing
Company (LESSOR)

By: 
President

ATTEST:

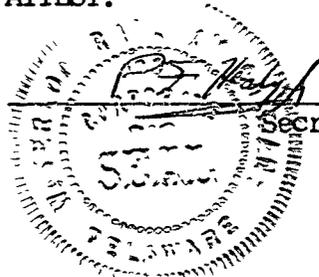

Assistant Secretary

(CORPORATE SEAL)

WATERLOO RAILWAY COMPANY (LESSEE)

By: 
President

ATTEST:


Secretary


RIDER "A"
to
LEASE AGREEMENT

DATED AS OF: July 28, 1989

BETWEEN: TRANSPORTATION CORPORATION OF AMERICA, a Division of
Thrall Car Manufacturing Company, and WATERLOO RAILWAY
COMPANY

CAR NUMBERS: 1800 thru 1887, both inclusive

CAR OWNERS MARKS: Title to this auto rack subject to documents filed
with the Interstate Commerce Commission

CLASS OF RACK: Fully enclosed bi-levels and fully enclosed tri-
levels

NUMBER OF RACKS: Eighty-eight (88) as follows:
Fifty-three (53) tri-levels with chock securement
devices, twelve (12) tri-levels with chain secure-
ment devices and twenty-three (23) bi-levels with
chain securement devices.

TERM OF LEASE: As specified in Schedule D to Lease Agreement
dated July 28, 1989

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 28th day of July 1989 before me personally appeared Chris W. Daminao, to me personally known who being by me duly sworn, says that he is the President of TRANSPORTATION CORPORATION OF AMERICA, a division of Thrall Car Manufacturing Company, a Delaware corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jacqueline Parvin
Notary Public



(Seal)

My Commission Expires: _____

STATE OF *Illinois*)
) SS:
COUNTY OF *Cook*)

On this 17th day of August, 1989, before me personally appeared K.E. Stockton, to me personally known who being by me duly sworn, says that he is President of Waterloo Army Co., a Delaware corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation of authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Louis W. Krause
Notary Public



(Seal)

My Commission Expires: _____