

20121-A FILED 1423

REED SMITH SHAW & McCLAY

AUG 5 1996 -3 45 PM

MAILING ADDRESS:
P.O. BOX 2009
PITTSBURGH, PA 15230-2009

435 SIXTH AVENUE
PITTSBURGH, PA 15219-1886
412-288-3131

COMMISSION
WASHINGTON, DC
PHILADELPHIA, PA
HARRISBURG, PA
McLEAN, VA
PRINCETON, NJ
NEW YORK, NY

FACSIMILE 412-288-3063

WRITER'S DIRECT DIAL NUMBER
(412) 288-3306

August 2, 1996

Dear Mr. Williams:

On behalf of Mellon Financial Services Corporation #4, I submit for filing and recording under 49 U.S.C. Section 11301(a), an executed, not previously recorded document entitled Memorandum of Lease, dated August 1, 1996. This Memorandum of Equipment Lease adds Equipment Lease Schedule No. 2 to a Master Lease Agreement, dated as of April 1, 1996, which Master Lease Agreement was previously recorded by the Surface Transportation Board on June 3, 1996, at 3:40 p.m. and assigned recordation number 20121.

The parties to the enclosed Memorandum of Lease are:

Mellon Financial Services Corporation #4 - Lessor
4444 One Mellon Bank Center
Pittsburgh, PA 15258

Chicago Freight Car Leasing Co. - Lessee
One O'Hare Center
6250 North River Road, Suite 5010
Rosemont, IL 60018

The said Memorandum of Lease covers the leasing of those certain covered hopper cars as identified therein.

The units of equipment covered by the Memorandum of Lease are those covered hopper cars identified therein.

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

"Lease of 100 covered hopper cars, CRDX numbers."

Enclosed is \$21.00 cash in payment of the filing fee in this matter.

Once the filing has been made, please return to us the stamped counterpart of the Memorandum of Lease not needed for your files, together with the fee receipt, the letter from the STB

RECEIVED
SURFACE TRANSPORTATION
BOARD

AUG 5 3 45 PM '96

Counterpart - Mark F. Rubin

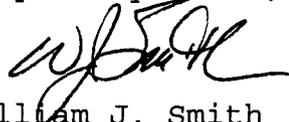
REED SMITH SHAW & McCLAY

Honorable Vernon A. Williams -2-

August 2, 1996

acknowledging the filing, and the extra copy of this letter of transmittal.

Very truly yours,



William J. Smith
Attorney for the purpose of
this filing for Mellon
Financial Services
Corporation #4

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Enclosures

BY HAND

**SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20425-0001**

William J. Smith
Reed Smith Shaw & McClay
435 Sixth Avenue
Pittsburgh, PA. 15219-1886

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 8-5-96 at 3:45 PM, and assigned recordation number(s) 20121-A.

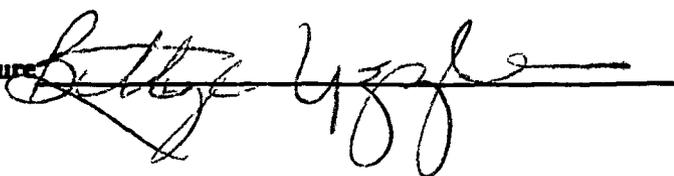
Sincerely yours,



**Vernon A. Williams
Secretary**

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature 

AUG 5 1996 - 3 45 PM

MEMORANDUM OF EQUIPMENT LEASE

INTERSTATE COMMERCE COMMISSION

This Memorandum of Equipment Lease is intended to evidence the addition of Equipment Lease Schedule No. 2, dated August 1 1996, to the Master Lease Agreement, dated as of April 1, 1996, between Mellon Financial Services Corporation #4, a Pennsylvania corporation, having its principal office at One Mellon Bank Center, Suite 4444, Pittsburgh, PA 15258 ("Lessor") and Chicago Freight Car Leasing Co., a Delaware corporation, having its principal office at One O'Hare Center, 6250 N. Riverside Road, Suite 5010, Rosemont, IL 60018 ("Lessee") for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 11301 of Title 49 of the United States Code. The foregoing Master Lease Agreement was recorded by the Surface Transportation Board on June 3, 1996, at 3:40 p.m. and assigned recordation number 20121. Lessor is the owner of the railway covered hopper cars more fully described in Schedule 1 hereto (the "Equipment"). Lessee has leased from Lessor the Equipment at the rentals and upon the terms and conditions provided in the Master Lease Agreement and Schedule No. 2.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of August 1, 1996.

Lessor:

MELLON FINANCIAL SERVICES CORPORATION #4

By: J. L. Taormina
Thomas L. Taormina
Vice President

Lessee:

CHICAGO FREIGHT CAR LEASING CO.

By: Fred R. Sasser
Fred R. Sasser
President

State of Illinois

)

) S.S.

County of Cook

)

On this 24th day of July 1996, before me personally appeared Fred R. Sasser, to me personally known, who being by me duly sworn, says that he is the President of Chicago Freight Car Leasing Co., that said instrument was signed 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.


NOTARY PUBLIC

My Commission Expires:

4/15/99

[Notarial Seal]



Commonwealth of Pennsylvania)
) S.S.
County of Allegheny)

On this 24th day of July 1996, before me personally appeared Thomas L. Taormina, to me personally known, who being by me duly sworn, says that he is a Vice President of Mellon Financial Services Corporation #4, that said instrument was signed 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.

Marilyn A. Adamsky
NOTARY PUBLIC

My Commission Expires:

June 5, 1999

[Notarial Seal]

Notarial Seal
Marilyn A. Adamsky, Notary Public
Pittsburgh, Allegheny County
My Commission Expires June 5, 1999
Member, Pennsylvania Association of Notaries

The Equipment

Equipment Description

100 5,150 cu. ft. Covered
Triple Hopper Grain Railcars
manufactured by Thrall Car
Manufacturing Company

Equipment Numbers

CRDX 13700-13799 inclusive