

20122-A  
AUG 5 1996 - 3 45 PM  
RECEIVED SURFACE TRANSPORTATION BOARD

# REED SMITH SHAW & MCCLAY

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

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

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 NationsBanc Leasing Corporation, 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 as of 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 20122.

The parties to the enclosed Memorandum of Lease are:

- NationsBanc Leasing Corporation - Lessor  
2300 Northlake Centre Drive  
Suite 300  
Tucker, GA 30084
- Chicago Freight Car Leasing Co. - Lessee  
One O'Hare Center  
6250 North River Road, Suite 5010  
Rosemont, IL 60018

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BOARD

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

*Chamberlain - Mark Kuhn*

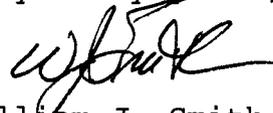
REED SMITH SHAW & MCCLAY

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 NationsBanc  
Leasing Corporation

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

Enclosures

BY HAND

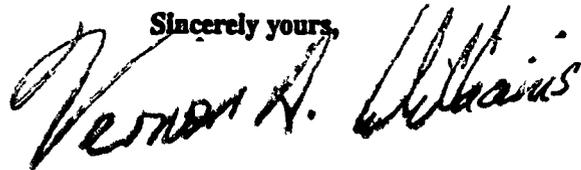
**SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001**

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) 20122-A.

Sincerely yours,

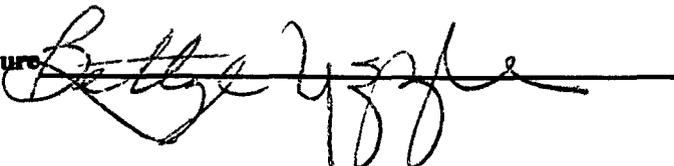


Vernon A. Williams  
Secretary

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



20122-A

AUG 5 1996 - 8 45 PM

MEMORANDUM OF EQUIPMENT LEASE

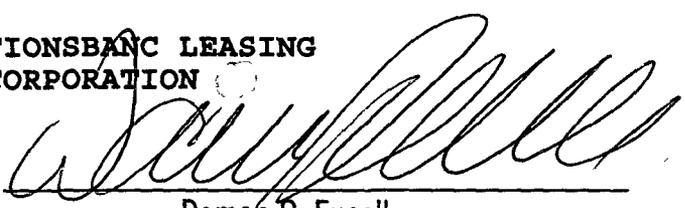
STATE COMMISSION

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 NationsBanc Leasing Corporation, a North Carolina corporation, having its principal office at 2300 Northlake Centre, Suite 300, Tucker, GA 30084 ("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 20122. 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:

NATIONSBANC LEASING CORPORATION

By: 

Damon R. Excell  
Assistant Vice President

Lessee:

CHICAGO FREIGHT CAR LEASING CO.

By: 

Fred R. Sasser  
President

State of Illinois

)

) S.S.

County of Cook

)

On this 24<sup>th</sup> 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.

*Constance M. Sumara*  
NOTARY PUBLIC

My Commission Expires:

4/15/99

[Notarial Seal]



State of Georgia )  
County of ~~DeKalb~~ GWINNETT ) S.S

On this 30<sup>th</sup> day of July 1996, before me personally appeared DAMON R EXCELL, to me personally known, who being by me duly sworn, says that she/he is a ASSIST V-PRES of NationsBanc Leasing Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and she/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Theros C. Pritchard  
NOTARY PUBLIC

My Commission Expires:

Notary Public Gwinnet County, GA  
My Commission Expires November 18, 1999

[Notarial Seal]



The Equipment

Equipment Description

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

Equipment Numbers

CRDX 13600-13699 inclusive