

Transportation Corporation of America

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

Date: June 6, 1986

Interstate Commerce Commission
Attn: Mrs. Mildred Lee
Room 2303
12th & Constitution Ave.,
Washington, D.C. 20423

14973

RECORDATION NO. Filed 1425

JUN 9 1986 -2 15 PM

INTERSTATE COMMERCE COMMISSION

Date 6/9/86
Fee 10.00

Dear Mrs. Lee:

ICC Washington, D. C.

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 dated May 20, 1986
Rider No. N/A dated N/A
between TRANSPORTATION CORPORATION OF AMERICA and
WATERLOO RAILWAY COMPANY
Recordation No. N/A
No. of Auto Racks Seventy-Nine (79)
Description of Auto Racks Fully Enclosed Bi-Levels
Rack Numbers 1700 thru 1778, both inclusive

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

Lessor:

Lessee:

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

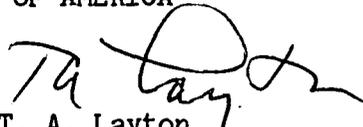
Waterloo Railway Company
233 N. Michigan Avenue
Chicago, Illinois 60601

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

mmw

Enclosures

A Duchossois Industries Company

Interstate Commerce Commission

Washington, D.C. 20423

6/9/86

OFFICE OF THE SECRETARY

T.A. Layton
Treasurer
Transportation Corporation
Of America
P.O.Box 218
Chicago Heights, Ill. 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 6/9/86 at 2:15pm, and assigned re-
recording number(s). 14973

Sincerely yours,

Acting

Noreta R. McGehee
Secretary

Enclosure(s)

SE-30
(7/79)

14973

REGISTRATION NO. _____ Filed 1425

JUN 9 1986 -2 15 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE

Dated as of May 20, 1986

Between

TRANSPORTATION CORPORATION OF AMERICA ("LESSOR")

and

WATERLOO RAILWAY COMPANY ("LESSEE")

Memorandum of a Lease Agreement made and entered into as of May 20, 1986 by and between TRANSPORTATION CORPORATION OF AMERICA, AN ILLINOIS 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
(LESSOR)

By: J. Keuley 6/5/86
President

ATTEST:

T. A. Day
Assistant Secretary

(CORPORATE SEAL)

WATERLOO RAILWAY COMPANY (LESSEE)

By: J. B. Stearns
Vice President

ATTEST:

W. H. Sandley
Assistant Secretary

STATE OF ILLINOIS)

SS:

COUNTRY OF COOK)

On this 5th day of June 1986 before me personally appeared Thomas F. Kealey, to me personally known who being by me duly sworn, says that he is the President of TRANSPORTATION CORPORATION OF AMERICA, an Illinois 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.

Lynda Clayton
Notary Public

(Seal)

NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXP. APR. 8, 1989
ISSUED THRU ILL. NOTARY ASSOC.

My Commission Expires: _____

STATE OF Illinois)

SS:

COUNTY OF Cook)

On this 3rd day of June 1986, before me personally appeared L.R. Stearns, to me personally known who being by me duly sworn, says that he is President of Waterloo Railway Company, an Illinois 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.

Virginia N. Shroeder
Notary Public

(Seal)

My Commission Expires: May 4, 1988

RIDER "A"
to
LEASE AGREEMENT

DATED AS OF: May 20, 1986

BETWEEN: TRANSPORTATION CORPORATION OF AMERICA and
WATERLOO RAILWAY COMPANY

RACK NUMBERS: 1700 THRU 1778, both inclusive

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

CLASS OF RACK: Full enclosed bi-level

NUMBER OF RACKS: Seventy-Nine (79)

TERM OF LEASE: As specified in Schedule D to Lease
Agreement dated May 20, 1986