

Law Offices of

CHAPMAN AND CUTLER

a partnership including professional corporations

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

111 West Monroe Street, Chicago, Illinois 60603

TWX 910-221-2103 Telex 206281
FAX (312) 701-2361
Telephone (312) 845-3000

REGISTRATION NO. **16377** FILED 1443

2 North Central Avenue
Phoenix, Arizona 85004
(602) 256-4060

JUN 12 1989 - 11 25 AM

100 Peachtree Street, N.W.
Atlanta, Georgia 30303
(404) 420-1420

INTERSTATE COMMERCE COMMISSION

June 9, 1989

50 South Main Street
Salt Lake City, Utah 84144
(801) 533-0066

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

Dear Ms. McGee:

Enclosed for recordation under the provision of 49 USC 11303(a) are three (3) original counterparts of a Memorandum of Lease Agreement dated as of January 15, 1989 which evidences a Lease Agreement for Railroad Freight Cars dated as of January 15, 1989 (the "Lease"). Said Memorandum is a primary document.

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

The names and addresses of the parties are:

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

Lessee: Maryland and Pennsylvania Railroad Company
One West Market
York, Pennsylvania 17401

The undersigned has acted as special counsel in connection with the preparation of the Memorandum and the Lease and has knowledge of the matters set forth therein.

Please return two (2) originals of said Memorandum to David B. McMullen, Esq., Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also, enclosed is a check in the amount of \$13.00 covering the required recording fee.

A short summary of the enclosed primary document to appear in the Index follows:

MOTOR OPERATING UNIT
JUN 12 11 24 AM '89

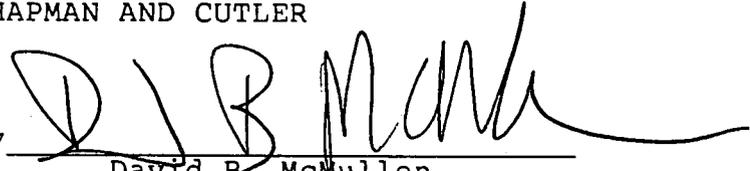
CHAPMAN AND CUTLER

Memorandum of Lease evidencing Lease Agreement each dated as of January 15, 1989 between Citicorp North America, Inc., 601 Midland Avenue, Rye, New York 10580 and Maryland and Pennsylvania Railroad Company, One West Market, York, Pennsylvania 17401 covering 59 covered hopper cars.

Very truly yours,

CHAPMAN AND CUTLER

By

A handwritten signature in black ink, appearing to read 'D B McMullen', written over a horizontal line.

David B. McMullen

DBM/brg
Enclosures

ANNEX 1

Cars: 59 100 Ton, 4750 cu.ft. Covered Hopper Cars
build by Pullman Standard in 1974 as identified
on the attachment hereto

ATTACHMENT TO ANNEX 1

Prior (CR) and New (MPA) Car Marks and Numbers
for
59 Covered Hopper Cars

	<u>NEW MPA NUMBER</u>		<u>NEW MPA NUMBER</u>		<u>NEW MPA NUMBER</u>
CR 890736	MPA 400	CR 890759	MPA 421	CR 890782	MPA 442
CR 890737	MPA 401	CR 890760	MPA 422	CR 890783	MPA 443
CR 890738	MPA 402	CR 890761	MPA 423	CR 890784	MPA 444
CR 890739	MPA 403	CR 890763	MPA 424	CR 890785	MPA 445
CR 890741	MPA 404	CR 890764	MPA 425	CR 890786	MPA 446
CR 890742	MPA 405	CR 890765	MPA 426	CR 890787	MPA 447
CR 890743	MPA 406	CR 890766	MPA 427	CR 890788	MPA 448
CR 890744	MPA 407	CR 890767	MPA 428	CR 890789	MPA 449
CR 890745	MPA 408	CR 890768	MPA 429	CR 890790	MPA 450
CR 890746	MPA 409	CR 890769	MPA 430	CR 890791	MPA 451
CR 890747	MPA 410	CR 890771	MPA 431	CR 890792	MPA 452
CR 890748	MPA 411	CR 890772	MPA 432	CR 890793	MPA 453
CR 890749	MPA 412	CR 890773	MPA 433	CR 890794	MPA 454
CR 890750	MPA 413	CR 890774	MPA 434	CR 890795	MPA 455
CR 890751	MPA 414	CR 890775	MPA 435	CR 890796	MPA 456
CR 890752	MPA 415	CR 890776	MPA 436	CR 890799	MPA 457
CR 890753	MPA 416	CR 890777	MPA 437	CR 890800	MPA 458
CR 890754	MPA 417	CR 890778	MPA 438		
CR 890755	MPA 418	CR 890779	MPA 439		
CR 890756	MPA 419	CR 890780	MPA 440		
CR 890757	MPA 420	CR 890781	MPA 441		

2/27/89

Interstate Commerce Commission
Washington, D.C. 20423

6/13/89

OFFICE OF THE SECRETARY

David B. McMullen, Esq.
Chapman And 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 6/12/89 at 11:25am, and assigned rec-
cordation number(s). 16377

Sincerely yours,

Neta L. McGee

Secretary

Enclosure(s)

16377

JUN 12 1989 - 11 25 AM

INTERSTATE COMMERCE COMMISSION

Memorandum of Lease Agreement for fifty-nine (59) 100 ton, 4750 cu. ft. covered Hopper Cars ("Lease Agreement") made and entered into as of January 15, 1989 by and between Maryland and Pennsylvania Railroad Company, a Maryland and Pennsylvania corporation ("Lessee"), and Citicorp North America, Inc., a Delaware corporation ("Lessor"), and Lease Supplement No. 1 thereto between Lessor and Lessee dated as of February 1, 1989.

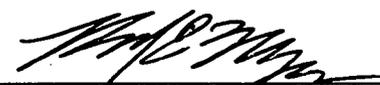
W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor fifty-nine (59) covered hopper cars bearing the railroad reporting markings set forth on Annex 1.

2. The Lease Agreement shall be effective as of the date of said Lease Supplement set forth hereinabove and said freight cars shall be subject to said Lease Agreement, as so supplemented for the Lease Term, as defined in said Lease 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.

MARYLAND AND PENNSYLVANIA
RAILROAD COMPANY

By 
Title: Vice President

CITICORP NORTH AMERICA, INC.

By 
Title: Vice President

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build by Pullman Standard in 1974 as identified
on the attachment hereto

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CR 890750	MPA 413	CR 890774	MPA 434	CR 890795	MPA 455
CR 890751	MPA 414	CR 890775	MPA 435	CR 890796	MPA 456
CR 890752	MPA 415	CR 890776	MPA 436	CR 890799	MPA 457
CR 890753	MPA 416	CR 890777	MPA 437	CR 890800	MPA 458
CR 890754	MPA 417	CR 890778	MPA 438		
CR 890755	MPA 418	CR 890779	MPA 439		
CR 890756	MPA 419	CR 890780	MPA 440		
CR 890757	MPA 420	CR 890781	MPA 441		

2/27/89

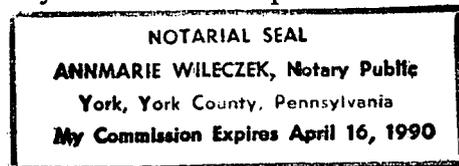
STATE OF PENNSYLVANIA

CITY OF YORK

On this 8th day of May, 1989 before me personally appeared Richard E. Meyers, to me personally known, who being by me duly sworn, says that he is the Vice President of Maryland and Pennsylvania Railroad Company, 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.

Annmarie Wileczek
NOTARY PUBLIC

My commission expires:



STATE OF NEW YORK

COUNTY OF WESTCHESTER

On this 1 day of February, 1989 before me personally appeared James S. Archibald, to me personally known, who being by me duly sworn, says that he is the Vice President of Citicorp North America, 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.

Thomas A. Matamoros
NOTARY PUBLIC

My commission expires:

THOMAS A. MATAMOROS
Notary Public, State of New York
No. 31-4723452
Qualified in New York County
Cert. Filed in Westchester County 90
Commission Expires November 20, 1990