

WILMER, CUTLER & PICKERING

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ALLEN H. HARRISON, JR. RECORDATION NO. 1 6027 X Filed 1988

DIRECT LINE (202)

663-6093

NOV 15 1988 9 10 AM

INTERSTATE COMMERCE COMMISSION

November 14, 1988 Washington, D. C.

RECORDATION NO. 1 6027 Filed 1988

Date .....  
Fee \$ 26.00  
AH

Dear Ms. McGee:

NOV 15 1988 9 10 AM

\$ 26.00 filing fees

On behalf of CITILEASING, INC., I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, three (3) executed counterparts of a primary document, not previously recorded, entitled Lease Agreement for Railroad Freight Cars ("Lease") dated as of October 1, 1988. Also submitted for filing and recording are four (4) executed counterparts of a related secondary document, not previously recorded, entitled Memorandum of Lease Supplement No. 1 ("Supplement") dated as of October 14, 1988.

The parties to the enclosed Lease are:

Citicorp Leasing, Inc. - Lessor  
601 Midland Avenue  
Rye, New York 10580

Merchants Investment Co. - Lessee  
880 Lee Street  
Suite 801  
Des Plaines, Illinois 60016

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The parties to the related Supplement are as stated above for the Lease.

The Lease covers the leasing by the Lessor to the Lessee certain rolling stock as will be identified in supplements thereto, and the Supplement recorded herewith covers such rolling stock now leased.

The equipment covered by the Lease and Supplement is as identified in Annex I to the Supplement, namely one boxcar, 18 flat cars and 62 hoppers, copy of Annex I attached hereto.

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

"Covers one box car, 18 flat cars and 62 hopper cars"

New Member

*Handwritten signature and initials*

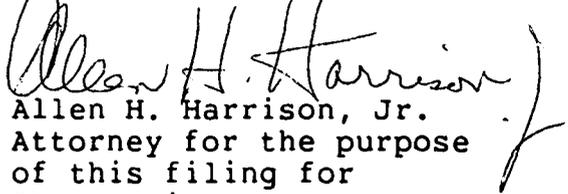
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- 2 -

Enclosed is a check in the amount of twenty-six dollars (\$26) in payment of the filing fees.

Once the filings have been made, please return to bearer the stamped counterparts of the Lease and Supplement not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filings, and the two extra copies of this transmittal letter.

Very truly yours,

  
Allen H. Harrison, Jr.  
Attorney for the purpose  
of this filing for  
CIT Leasing, Inc.

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

Enclosures

AHH/iw

BY HAND

## ANNEX I

## Lease Agreement Between Citicorp Leasing, Inc. and Merchants Investment Co.

REF #	DESCRIPTION/CAR NUMBERS	NO OF CARS
1	100 TON, 60' FLATS, THRALL/JTHX 1002, 1006, 1007, 1009, 1014, 1015	6
2	70 TON, 85' FLATS/CREX 344, 346, 349	3
3	70 TON, 87' FLATS/CREX 345-347	3
4	70 TON, 85' FLATS/CREX 350-352	3
5	70 TON, 89' FLATS/UC 5901-5903	3
6	100 TON, 60' BOX/KJRY 222	1
7	100 TON, 4500' C.H./CAGY 226	1
8	100 TON, 4427' C.H./BLCL 4401-4405	5
9	100 TON, 4180' C.H. AIRSLIDE/CREX 701-709 (709)	9
10	100 TON, 4180' C.H. AIRSLIDE/CREX 710	1
11	100 TON, 3500' C.H./CREX 950, 952	2
12	100 TON, 2931' C.H./CREX 953-955	3
13	100 TON, 2600' C.H./CREX 960-969	8
14	100 TON, 2600' C.H./CREX 1100-1109	10
15	70 TON, 2800' & 2903' (1) C.H./CREX 908, 911, 912, 914, 944	5
16	100 TON, 3000' C.H. P.D., U.T.C./CREX 974	1
17	100 TON, 3000' C.H. P.D., U.T.C./CREX 975, 976	2
18	100 TON, 3000' C.H. P.D., U.T.C./CREX 971, 972	2
19	100 TON, 3500' C.H./CREX 1300-1312	13
	TOTAL MERCHANTS RAIL ASSETS	81

1 6027/A  
REGISTRATION NO. \_\_\_\_\_ FROM 1988

NOV 15 1988 - P. 10 AM  
M.A.A.

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE SUPPLEMENT NO. 1

This Memorandum of Lease Supplement No. 1 dated as of October 14, 1988

WITNESSETH:

1. The undersigned, Citicorp Leasing, Inc. ("Lessor") and Merchants Investment Co. ("Lessee") have entered into a Lease Agreement for Railroad Freight Cars dated as of October 1, 1988 (the "Lease"). The Lease provides for cars to be made subject to the Lease from time to time as reflected in Lease Supplements.
2. Lessor and Lessee entered into Lease Supplement No. 1 dated as of October 14, 1988 ("Supplement No. 1") pursuant to which the cars described in Annex I hereto, all of which are owned by Lessor, were made subject to the Lease and are being leased to Lessee pursuant to the terms and conditions thereof and for the Lease term and the rentals provided in Supplement No. 1.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Memorandum to be signed and sealed by its duly authorized corporate officer as of the date and year first above written.

CITICORP LEASING, INC.

By James A. Alled  
Its VICE PRESIDENT

MERCHANTS INVESTMENT CO.

By Thomas A. ...  
Its VICE PRESIDENT

STATE OF NEW YORK

COUNTY OF WESTCHESTER

On this 7<sup>th</sup> day of November, 1988, before me personally appeared James S. Anderson, to me personally known, who being by me duly sworn, says that he is the Vice President of Citicorp Leasing, 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.

Robert R. Goldberg  
Notary Public

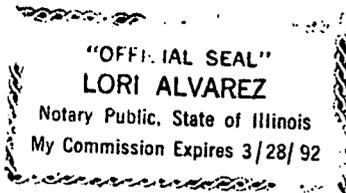
**ROBERT R. GOLDBERG**  
Notary Public, State of New York  
No. 4690571  
Qualified in Westchester County  
Commission Expires November 30, 1989

My commission expires: 11/30/89

STATE OF ILLINOIS

COUNTY OF COOK

On this 3rd day of November, before me personally appeared Thomas D. Hicks, to me personally known, who being by me duly sworn, says that he is the President of Merchants Investment Co., 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.



Lori Alvarez  
Notary Public

My commission expires: 3-28-92

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	TOTAL MERCHANTS RAIL ASSETS	81