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20074

May 24, 1996

New Recordation No.

MAY 21 9 17 AM '96

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Dear Mr. Williams:

On behalf of NationsBanc Leasing Corporation of North Carolina, I submit for filing and recording under 49 U.S.C. § 11301 and the regulations applicable thereunder, executed counterparts of a primary document not previously recorded entitled Memorandum of Lease ("Lease"), entered into May 20, 1996.

The parties to the enclosed Lease are:

NationsBanc Leasing Corporation of North Carolina — LESSOR  
NC1-002-38-20  
101 South Tryon Street  
Charlotte, North Carolina 28255

Southern Pacific Transportation Company — LESSEE  
One Market Plaza  
San Francisco, CA 94105

The said Lease, among other things, acts to lease by the Lessor to the Lessee five hundred twenty-five (525) coal cars as identified in Annex A thereto.

The equipment covered by the instant Lease is the equipment covered in Annex A thereto, namely five hundred twenty-five (525) 110 ton quadruple hopper cars.

A short summary of the Lease to appear in the Surface Transportation Board Index is as follows:

"Lease of 525 hopper cars, CTRN603001-603525."

Enclosed is a check in the amount of twenty one dollars (\$21.00) in payment of the filing fees.

*Counterparts with H... ..*

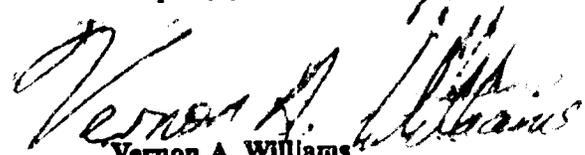
5/24/96

Allen H. Harrison, Jr.  
Donelan, Cleary, Wood & Maser, P.C.  
1100 New York Avenue, NW., Sta. 750  
Washington, DC., 20005-3934

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 5/24/96 at 9:20AM, and assigned recordation number(s). 20070.

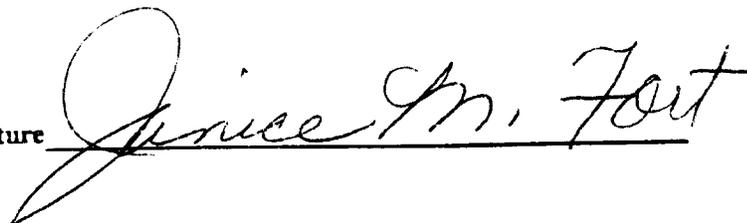
Sincerely yours,

  
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



MEMORANDUM OF LEASE

On May 20, 1996, NATIONSBANC LEASING CORPORATION OF NORTH CAROLINA ("Lessor"), having its chief executive office at 101 South Tryon Street, NC1-002-38-20, Charlotte, North Carolina 28255, and SOUTHERN PACIFIC TRANSPORTATION COMPANY ("Lessee"), having its chief executive office at One Market Plaza, San Francisco, California 94105, entered into a lease dated as of May 17, 1996 covering the hopper cars as identified in the attached Annex A.

NATIONSBANC LEASING CORPORATION OF NORTH CAROLINA

By: Herbert T Thureau  
Printed Name HERBERT T. THURAU  
Title SENIOR VICE PRESIDENT

STATE OF NORTH CAROLINA )  
 ) SS:  
COUNTY OF MECKLENBURG )

On this the 21<sup>st</sup> day of May, 1996, personally came before me Herbert T. Thureau, who, being by me duly sworn, says he is Senior Vice President of NATIONSBANC LEASING CORPORATION OF NORTH CAROLINA and that said writing was signed on the date hereof by him on behalf of said corporation by its authority duly given. And the said Senior Vice President acknowledged the said writing to be the act and deed of said corporation.

WITNESS my hand and notarial seal, this the 21<sup>st</sup> day of May, 1996.

SEAL

Candace L. Harto  
Notary Public  
My commission expires: December 4, 1999

ANNEX A

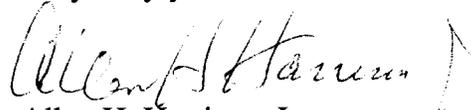
**Description of Equipment**

Five Hundred Twenty-Five (525) hopper railcars, all of which are marked CTRN and are numbered as follows:

603001 through and including 603525

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.  
*Attorney for the purpose of  
this filing for NationsBanc  
Leasing Corporation of  
North Carolina.*

The Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

*Enclosures*

BY-HAND

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