

RECORDATION NO. 21803-A FILED

NOV 24 '98 12-35 PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
(202) 393-2266  
FAX (202) 393-2156

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

November 24, 1998

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of November 20, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement which was previously filed with the Board under Recordation Number 21803.

The names and addresses of the parties to the enclosed document are:

Lessor: ICX Corporation  
3 Summit Park Drive, Suite 200  
Cleveland, Ohio 44131

Lessee: GATX Third Aircraft Corporation  
Four Embarcadero Center  
San Francisco, California 94111

A description of the railroad equipment covered by the enclosed document is:

397 railcars WLPX 60100 through WLPX 60496

*Copy*  
*Counterparts*

Nov 24 12 33 PM '98

Surface Transportation Board

Mr. Vernon A. Williams  
November 24, 1998  
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", written in black ink.

Robert W. Alvord

RWA/bg  
Enclosures

NOV 24 '98

12-35 PM

---

**MEMORANDUM OF LEASE AGREEMENT**

**dated as of November 20, 1998**

**between**

**GATX THIRD AIRCRAFT CORPORATION,  
as Lessee,**

**and**

---

**ICX CORPORATION,  
as Lessor**

**FILED WITH THE SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C. § 11301  
on November \_\_, 1998 at \_\_:\_\_.m.**

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of November 20, 1998, by and between ICX CORPORATION ("Lessor") and GATX THIRD AIRCRAFT CORPORATION ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Equipment Lease Agreement dated as of November 20, 1998 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

ICX CORPORATION

 By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
**JAMES T. LOVINS**  
**SENIOR VICE PRESIDENT**  
**AND TREASURER**

GATX THIRD AIRCRAFT CORPORATION

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

ICX CORPORATION

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

GATX THIRD AIRCRAFT CORPORATION

By: Thomas C. Nord  
Name: **Thomas C. Nord**  
Title: **VICE PRESIDENT**

STATE OF CALIFORNIA )

COUNTY OF \_\_\_\_\_ ) ss.  
)

On this \_\_\_ day of November, 1998, before me appeared \_\_\_\_\_, the person who signed this instrument, who acknowledged that (s)he is the \_\_\_\_\_ of GATX THIRD AIRCRAFT CORPORATION, and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

\_\_\_\_\_  
Notary Public

My commission expires:

, \_\_\_\_\_

STATE OF OHIO )

COUNTY OF Cuyahoga ) ss.  
)

On this 20<sup>th</sup> day of November, 1998, before me appeared James T. Lovins, the person who signed this instrument, who acknowledged that (s)he is the Sr. Vice President + Treasurer of ICX CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Michelle Wagner  
Notary Public

My commission expires:

\_\_\_\_\_

**MICHELE WAGNER**  
Notary Public, State of Ohio, Cuy. Cty  
My Commission Expires Dec. 14, 2002

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

State of California

County of San Francisco

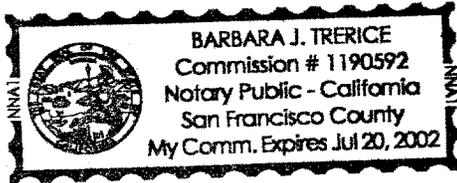
} ss.

On 20 Nov. 1998, before me, Barbara J. Trerice, Notary Public,  
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Thomas C. Nord,  
Name(s) of Signer(s)

- personally known to me
- proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Place Notary Seal Above

WITNESS my hand and official seal.

Barbara J. Trerice  
Signature of Notary Public

**OPTIONAL**

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

**Description of Attached Document**

Title or Type of Document: Memorandum of Lease Agreement

Document Date: November 20, 1998 Number of Pages: 4

Signer(s) Other Than Named Above: ICX Corporation

**Capacity(ies) Claimed by Signer**

Signer's Name: Thomas C. Nord

- Individual
- Corporate Officer — Title(s): Vice President
- Partner —  Limited  General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: \_\_\_\_\_

Signer Is Representing: GATX Third Aircraft Corporation

**RIGHT THUMBPRINT OF SIGNER**

Top of thumb here

**EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT**

**DESCRIPTION OF RAILCARS AND REPORTING MARKS**

Description	Car Mark	Car No.
ACF Industries Model CF5711 Center Flow Railcars	WLPX	60100-60496, inclusive