

# CHAPMAN AND CUTLER

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

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Salt Lake City, Utah 84144  
(801) 533-0066

December 30, 1997 RECORDATION NO. 21118-D FILED

DEC 30 '97 2-00PM

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, D.C. 20423-0001

Re: NorRail, Inc.  
Leveraged Lease Financing of Railroad Rolling Stock

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the document described below. As an attorney representing one of the parties in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

Memorandum of Lease Assignment, dated December 30, 1997, between Harris Trust and Savings Bank, as Lessor (the "Lessor" or the "Assignor") and Wilmington Trust Company, as Security Trustee (the "Security Trustee" or the "Assignee").

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

Lessor and Assignor: Harris Trust and Savings Bank, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement dated as of December 15, 1997  
311 West Monroe Street  
Chicago, Illinois 60603

Security Trustee: and Assignee: Wilmington Trust Company, not in its individual capacity, but solely as Security Trustee under the Security Agreement-Trust Deed dated as of December 15, 1997  
1100 North Market Street  
Wilmington, Delaware 19890-0001

Counterparts - [Handwritten signature]

CHAPMAN AND CUTLER

The description of the Equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment is as set forth on Exhibit A hereto.

A fee of twenty-four dollars (\$24.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Sean T. Maloney  
Chapman and Cutler  
111 West Monroe  
Chicago, Illinois 60603

A short summary of the document to appear in the index follows:

MEMORANDUM OF LEASE ASSIGNMENT:

Memorandum of Lease Assignment between Harris Trust and Savings Bank, as Lessor, 311 West Monroe Street, Chicago, Illinois 60603 and Wilmington Trust Company, as Security Trustee, 1100 North Market Street, Wilmington, Delaware 19890-0001, dated December 30, 1997, covering certain railroad rolling stock having the road numbers listed in the exhibit thereto. This document relates to the Memorandum of Lease, dated as of December 30, 1997, the Memorandum of Security Agreement, dated as of December 30, 1997, the Memorandum of Lease Supplement No. 1, dated December 30, 1997 and the Memorandum of Security Agreement Supplement No. 1, dated December 30, 1997, which were recorded with the Surface Transportation Board on December 30, 1997 at 2:00 p.m. under recordation numbers 21118, 21118-A, 21118-B and 21118-C, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3844).

Sincerely,

CHAPMAN AND CUTLER

By Sean T. Maloney  
Sean T. Maloney

STM/jem  
Enclosure

## CHAPMAN AND CUTLER

## EXHIBIT A

EQUIPMENT	QUANTITY	ROAD NUMBERS
100 ton 52'6" (286,000 lb.) GRL mill gondola railroad cars manufactured in 1997 by Thrall Car Manufacturing.	100	TNMR002001 through TNMR002100, inclusive
100 ton 52'6" (286,000 lb.) GRL mill gondola railraod cars manufactured in 1997 by Trenton Works Ltd.	198	CR 585500 through CR 585537, inclusive CR 585539 through CR 585698, inclusive

DEC 30 '97

2-00PM

## MEMORANDUM OF LEASE ASSIGNMENT

MEMORANDUM OF LEASE ASSIGNMENT, made and entered into on December 30 1997, by and between HARRIS TRUST AND SAVINGS BANK, an Illinois banking corporation, not in its individual capacity but solely as Owner Trustee under the Trust Agreement dated as of December 15, 1997, as Lessor (the "*Lessor*") and WILMINGTON TRUST COMPANY, a Delaware corporation, as Security Trustee (the "*Security Trustee*").

## WITNESSETH:

1. The Lessor and NorRail, Inc. ("*Lessee*") have entered into that certain Railcar Lease (the "*Lease*"), dated as of December 15, 1997, and Lease Supplement No. 1 (the "*Lease Supplement No. 1*") thereto, dated December 30 1997, covering certain railroad rolling stock bearing road numbers as listed on Exhibit A attached hereto.

2. Memoranda of said Lease and of said Lease Supplement No. 1 were recorded with the Surface Transportation Board on Dec 30, 1997 at 2:00 p.m. under recordation numbers 2118 and 2118-B, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Security Agreement-Trust Deed (the "*Security Agreement*"), dated as of December 15, 1997, and Security Agreement Supplement No. 1 (the "*Security Agreement Supplement No. 1*") thereto, dated December 30, 1997, pursuant to which Harris Trust and Savings Bank, as Debtor, has assigned the aforesaid Lease, the aforesaid Lease Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to the Security Trustee.

4. Memoranda of said Security Agreement and of said Security Agreement Supplement No. 1 were recorded with the Surface Transportation Board on December 30, 1997 at 2:00 p.m. under recordation numbers 2118-A and 2118-C, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

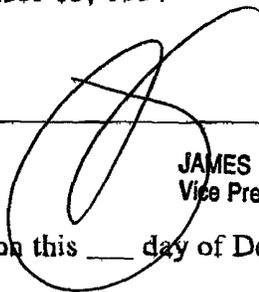
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized on the date and year first above written.

HARRIS TRUST AND SAVINGS BANK, not in its individual capacity but solely as Owner Trustee under the Trust Agreement dated as of December 15, 1997

By   
Name: J. BARTOLINI  
Title: VICE PRESIDENT

Executed on this \_\_\_ day of December, 1997.

WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Security Trustee under the Security Agreement - Trust Deed dated as of December 15, 1997

By   
Name: JAMES P. LAWLER  
Title: Vice President

Executed on this \_\_\_ day of December, 1997.

STATE OF Illinois )  
 ) SS.:  
COUNTY OF Cook )

On this, the 2 day of December, 1997, before me, a Notary Public in and for said County and State, personally appeared J. BARTOLINI, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of HARRIS TRUST AND SAVINGS BANK, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement dated as of December 15, 1997, that said instrument was signed on December    , 1997 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation, as Owner Trustee.

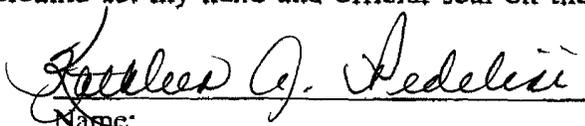
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
"OFFICIAL SEAL"  
Marianne Tinerella      Name: M. TINERELLA  
Notary Public, State of Illinois      Notary Public  
My Commission Exp. 05/21/2001      My Commission Expires:  
Residing in Cook County, IL

STATE OF DELAWARE )  
 ) SS.:  
COUNTY OF NEW CASTLE )

On this, the 18<sup>th</sup> day of December, 1997, before me, a Notary Public in and for said County and State, personally appeared James P. Lawler, who being by me duly sworn, says that (s)he is the Vice President of WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Security Trustee under the Security Agreement - Trust Deed dated as of December 15, 1997, that said instrument was signed on December    , 1997 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name:  
Notary Public  
My Commission Expires:  
Residing in Wilmington, Delaware

KATHLEEN A. PEDELINI  
NOTARY PUBLIC  
My Commission expires October 31, 1998

**EXHIBIT A**

EQUIPMENT	QUANTITY	ROAD NUMBERS
100 ton 52'6" (286,000 lb.) GRL mill gondola railroad cars manufactured in 1997 by Thrall Car Manufacturing.	100	TNMR002001 through TNMR002100, inclusive
100 ton 52'6" (286,000 lb.) GRL mill gondola railraod cars manufactured in 1997 by Trenton Works Ltd.	198	CR 585500 through CR 585537, inclusive CR 585539 through CR 585698, inclusive