

June 16, 1999

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

RECORDATION NO. **22221** FILED  
JUN 21 '99 11-45AM

Sir:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303 are one (1) original and two (2) photocopies of a Memorandum of Lease Agreement dated as of January 14, 1997, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

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

Lessor: GATX Third Aircraft Corporation  
Four Embarcadero Center  
San Francisco, CA 94111

Lessee: Massachusetts Central Railroad  
One Wilbraham Street  
Palmer, MA 01069

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

125-ton, 5-platform, articulated MAXI-III double stack 48' well cars.  
MCER 2004 through MCER 2015 as indicated on the enclosed certificate  
of acceptance.

Also enclosed is our check no. 6465 in the amount of \$26.00 for the recordation fee.  
Kindly return a stamped copy of the enclosed document for our records.

A short summary of the enclosed primary document to appear in the Commission's Index  
is:

Memorandum of Lease Agreement dated as of January 14, 1997 covering a  
quantity of 12, 48' well cars bearing marks and numbers MCER 2004 through

#6465



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M CER 2015. Said cars having been remarked in accordance with Section 3 of the referenced lease.

Sincerely,

Gary A. Hoepfner, VP/CFO

Encls: Memorandum of Lease Agreement  
Certificate of Acceptance  
Check No. 6465

## Certificate of Acceptance of Railroad Cars

This Certificate relates to the railroad cars listed below, leased by GATX Capital Corporation to Massachusetts Central under that certain Lease Agreement dated January 14, 1997 between GATX Third Aircraft Corporation and Massachusetts Central Railroad Corporation (the "Agreement"), into which this Certificate is incorporated by Section 3 thereof.

Cars Accepted: 12

Description of Cars: 125-ton, 5-platform, articulated, MAXI-III double stack cars with 48ft wells

Commencement Date: 1/1/99

Car Mark & Number	Delivery Date	Car Mark & Number	Delivery Date	Car Mark & Number	Delivery Date
MCER 2004	5/23/97	MCER 2008	4/29/97	MCER 2012	3/10/97
MCER 2005	6/6/97	MCER 2009	5/30/97	MCER 2013	2/25/97
MCER 2006	6/6/97	MCER 2010	3/12/97	MCER 2014	12/2/98
MCER 2007	6/6/97	MCER 2011	3/14/97	MCER 2015	5/23/97

Lessee hereby certifies the fitness and suitability and its unconditional acceptance of the railroad Cars listed herein and hereby leases and subjects said Cars to the Agreement as of the date each Car was tendered, shown above as the Delivery Date.

Lessee hereby certifies that the representations and warranties of Lessee contained in the Agreement are true and correct as of the date below written and that no event of default exists or with the passage of time would exist with regard to the Agreement.

Lessee hereby certifies that the undersigned officer signing on behalf of Lessee is duly authorized to execute and deliver this Certificate.

Lessee: Massachusetts Central

By: *[Signature]*

Title: VP/CFO

Date: 2/16/99

COPY

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**MEMORANDUM OF  
LEASE AGREEMENT**

JUN 21 '99

11-45AM

THIS MEMORANDUM OF LEASE AGREEMENT (the "Memorandum") is made as of January 14, 1997 and is intended to evidence that certain Lease Agreement dated as of January 14, 1997 (the "Lease") between GATX THIRD AIRCRAFT CORPORATION, a Delaware corporation ("Lessor"), and MASSACHUSETTS CENTRAL RAILROAD CORPORATION, a Massachusetts corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the railcars more fully described in Schedule A hereto (the "Units"). Lessee leased from Lessor the Units at the rent and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

**LESSOR:**

**LESSEE:**

GATX THIRD AIRCRAFT  
CORPORATION

MASSACHUSETTS CENTRAL  
RAILROAD CORPORATION

By: Thomas P. Wood  
Title: **VICE PRESIDENT**

By: W. R. Bentley  
Title: Pres

SCHEDULE A

To the Memorandum of Lease Agreement dated as of January 14, 1997 between GATX Third Aircraft Corporation and Massachusetts Central Railroad Corporation.

**THE UNITS**

Equipment Description:

Twelve railcars.

Unit Numbers on January 14, 1997:

CHTT 2004 through 2013 and 2015  
WC 36650

STATE OF MASSACHUSETTS )  
 )  
COUNTY OF Hampden ) ss.:

On this 21<sup>st</sup> day of January, 1997, before me personally appeared W.P. Bentley, to me personally known, who being by me duly sworn, says that he is a president of Massachusetts Central Railroad Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Anna N. Case  
Notary Public

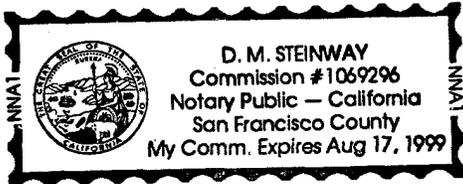
[Notarial Seal]

My Commission expires May 10, 2002.

State of California                    )  
  )  
County of San Francisco            )

On January 31, 1997 before me, D. M. Steinway, Notary Public, personally appeared Thomas C. Nord, to me personally known, who being by me duly sworn, says that he is a Vice President of GATX Third Aircraft Corporation and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the said instrument was his free act and deed.

Witness my hand and official seal.



*D. M. Steinway*  
Notary Public