

ALVORD AND ALVORD

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July 6, 1999

RECORDATION NO. 22231 FILED

JUL 7 '99

9-30AM

Kim Cantor
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, dated as of July 1, 1999, a primary document, as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: Mellon Financial Services Corporation #4
One Mellon Bank Center,
Suite 4444
Pittsburgh, PA 15258

Lessee: Chicago Freight Car Leasing Co.
One O'Hare Center
6250 N. Riverside Road
Suite 7000
Rosemont, IL 60018

A description of the railroad equipment covered by the enclosed document is set forth on Attachment A to the Lease.

Mr. Vernon Williams
July 6, 1999
Page Two

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 two stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord".

Robert W. Alvord

RWA/bg
Enclosures

MEMORANDUM OF EQUIPMENT LEASE

JUL 7 '99

9-30AM

This Memorandum of Equipment Lease is intended to evidence the Master Lease Agreement, dated as of June 1, 1999, between Mellon Financial Services Corporation #4, a Pennsylvania corporation, having its principal office at One Mellon Bank Center, Suite 4444, Pittsburgh, PA 15258 ("**Lessor**"), and Chicago Freight Car Leasing Co., a Delaware corporation, having its principal office at One O'Hare Center, 6250 N. Riverside Road, Suite 7000, Rosemont, IL 60018 ("**Lessee**"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 11301 of Title 49 of the United States Code. Lessor is the owner of the railway covered hopper cars more fully described in Attachment A hereto (the "**Equipment**"). Lessee has leased from Lessor the Equipment at the rentals and upon the terms and conditions provided in the Master Lease Agreement and Schedule Nos. 1 and 2.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of July 1, 1999.

Lessor:

**MELLON FINANCIAL SERVICES
CORPORATION #4**By: 

Stephen R. Viehe
Vice President

Lessee:

CHICAGO FREIGHT CAR LEASING CO.By: 

Fred R. Sasser
President

State of Illinois

County of Cook

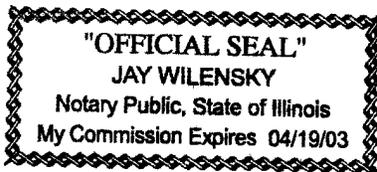
} S.S.

On this 29th day of June 1999, before me personally appeared Fred R. Sasser, to me personally known, who being by me duly sworn, says that he is the President of Chicago Freight Car Leasing Co., that said instrument was signed 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.


NOTARY PUBLIC

My Commission Expires:

[Notarial Seal]

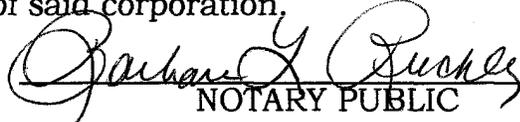


Commonwealth of Pennsylvania

County of Allegheny

} S.S.

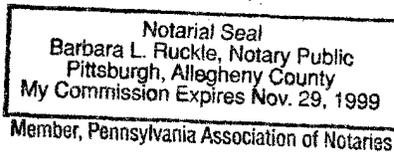
On this 30th day of June 1999, before me personally appeared Stephen R. Viehe, to me personally known, who being by me duly sworn, says that he is a Vice President of Mellon Financial Services Corporation #4, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


NOTARY PUBLIC

My Commission Expires:

November 29, 1999

[Notarial Seal]



The Equipment**Schedule No. 1**

<u>Equipment Description</u>	<u>Equipment Numbers</u>
25 Cement Cars 2980 cu. ft. manufactured by Trinity	CRDX 20200-20224
5 Cement Cars 3250 cu. ft. manufactured by Thrall Car	CRDX 20300-20304
105 Chemical Cars 3250 cu. ft. manufactured by Thrall Car	CRDX 20548-20559, 20563-20642, 20683-20695

Schedule No. 2

<u>Equipment Description</u>	<u>Equipment Numbers</u>
57 PD Cars 5125 cu. ft. manufactured by Trinity	CRDX 11305-11361
29 PD Cars 5125 cu. ft. manufactured by Trinity	CRDX 11362, 11364-11377, 11386- 11388, 11398-11402, 11408-11413
21 PD Cars 5650 cu. ft. manufactured by Trinity	CRDX 11603, 11609-11627, 11629