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RECORDATION FILED

JUL 12 '99

9-30AM

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

OF COUNSEL  
URBAN A. LESTER

July 9, 1999

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

*Handwritten initials*

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Lease (Equipment Lease Schedule No. 001A), 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: ICX Corporation  
Three Summit Park Drive, Suite 200  
Cleveland, Ohio 44131

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

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

ten (10) Trinity covered hopper cars bearing reporting marks and road numbers CRDX 11638 and CRDX 11649 through CRDX 11657, inclusive

Mr. Vernon A. Williams  
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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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

JUL 12 '99

9-30AM

**MEMORANDUM OF LEASE**  
**(Equipment Lease Schedule No. 001A)**

This Memorandum of Lease is entered into as of July 1, 1999, by and between ICX Corporation, an Ohio corporation having its principal place of business at Three Summit Park Drive, Suite 200, Cleveland, Ohio 44131 ("Lessor") and Chicago Freight Car Leasing Co., a Delaware corporation having its principal place of business at One O'Hare Center, 6250 North Riverside Road, Suite 7000, Rosemont, Illinois 60018 ("Lessee").

1. Lessor is the owner of ten (10) Trinity 5650 cubic foot covered hopper cars (1999) bearing identification numbers CRDX 11638 and CRDX 11649 through CRDX 11657, inclusive (collectively, the "Railcars").
2. Lessor and Lessee have entered into a Master Lease Agreement of even date herewith pursuant to which Lessor will lease the Railcars to Lessee for an initial term of fifteen years commencing as of such date.
3. Lessee has granted to Lessor a security interest in, and made a collateral assignment of, any subleases covering the Railcars now existing or arising hereafter and proceeds thereof to the extent related to the Railcars.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

Signed and acknowledged  
in the presence of:

Jay Walden

Signed and acknowledged  
in the presence of:

[Signature]

ICX CORPORATION, Lessor

By: Dennis J. Diemer

Name/Title: Dennis J. Diemer  
Assistant Secretary

CHICAGO FREIGHT CAR LEASING CO.,  
Lessee

By: Fred R. Sasser

Name/Title: FRED R SASSER PRES

State of Ohio )  
 ) ss:  
County of Cuyahoga )

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by Dennis Diemer its Assistant Secretary who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 8th day of July, 1999.

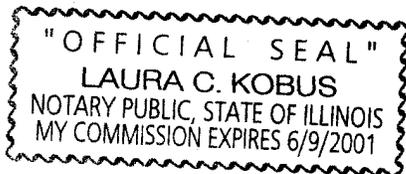
**CANDICE J. HAZINAKIS**  
Notary Public, State of Ohio, Medina Cty.  
My Commission Expires Aug. 24, 2003

Candice J. Hazinakis  
Notary Public

State of Illinois )  
County of Cook ) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared Chicago Freight Car Leasing Co., a Delaware corporation (the "Corporation"), by Fred Sasser its President who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Rosemont, Illinois, this 7<sup>th</sup> day of July, 1999.



Laura C. Kobus  
Notary Public