

22238

12 '99 9-30AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

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

20006-2973

(202) 393-2266
FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

July 9, 1999

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 four (4) copies of a Memorandum of Lease (Equipment Lease Schedule No. 001D), dated as of July 1, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents.

Open to

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:

fifteen (15) Thrall hopper cars bearing reporting marks and road numbers CRDX 12572 through CRDX 12586, inclusive

Mr. Vernon A. Williams
July 9, 1999
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 stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

MEMORANDUM OF LEASE

RECORDATION NO. 22238 FILED

(Equipment Lease Schedule No. 001D) VIII 12 99

9-30AM

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 fifteen (15) Thrall 5150 cubic foot super hopper conversion cars (1998) bearing identification numbers CRDX 12572 through CRDX 12586, 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 Walenby

ICX CORPORATION, Lessor

By: Dennis J. Diemer

Name/Title: Dennis J. Diemer
Assistant Secretary

Signed and acknowledged in the presence of:

Fred R. Sasser

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 7th day of July, 1999.



Laura C. Kobus
Notary Public