

RECORDATION NO. 21391 FILED

MAY 11 '98

11-30AM

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OF COUNSEL
URBAN A. LESTER

May 11, 1998

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 Railcar Lease Agreement, dated as of April 28, 1998, 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: Norwest Equipment Finance, Inc.
733 Marquette Avenue
Minneapolis, MN 55402

Lessee: Chicago Southshore & South Bend Railroad
505 North Carroll Avenue
Michigan City, IN 46360

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

seventy five (75) gondola railcars bearing CSS reporting marks and road numbers 30200 through 30274.

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BOARD

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Counterparts - [Signature]

Mr. Vernon A. Williams
May 11, 1998
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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 one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

MAY 11 '98 11-30AM

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of April 28, 1998 by and between Norwest Equipment Finance, Inc., a Minnesota Corporation ("Lessor") and Chicago SouthShore & South Bend Railroad, an Indiana partnership ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Supplements to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Master Lease Agreement dated as of April 28, 1998 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Supplement Nos. 36303-400,36303-401,36303-402 and 36303-403 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor seventy-five (75) mill gondola railcars bearing reporting marks and numbers indicated on Schedule A hereto, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the terms of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: Norwest Equipment Finance, Inc.

LESSEE: Chicago SouthShore & South Bend Railroad

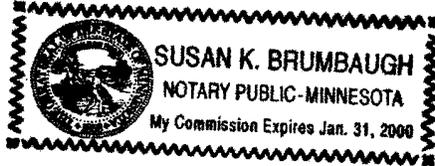
By: 
 Name: Judy I. VanOsdel
 Title: Vice President

By: 
 Name: H. Terry Hearst
 Its: President

STATE OF MINNESOTA
COUNTY OF HENNEPIN

On this 28th day of April, 1998 before me personally appeared,
Judy I. VanOsdel to me personally known, who being by me
duly sworn, says that s/he is the Vice President of Norwest
Equipment Finance, Inc., a Minnesota Corporation, that said instrument was signed on
behalf of said corporation, and s/he acknowledged that the execution of the foregoing
instrument was the free act and deed of said corporation.

(Seal)



Susan K. Brumbaugh
Notary Public

My commission expires: _____

STATE OF INDIANA
COUNTY OF LaPorte

On this 6th day of May, 1998 before me personally appeared, H. Terry
Hearst to me personally known, who being by me duly sworn, says that he is the
President of Chicago SouthShore & South Bend Railroad, an Indiana general partnership,
that said instrument was signed on behalf of said general partnership, and he
acknowledged that the execution of the foregoing instrument was the free act and deed of
said general partnership.

(Seal)

Ramona K. Pilecki
Notary Public
NOTARY PUBLIC STATE OF INDIANA
LA PORTE COUNTY

My commission expires: MY COMMISSION EXP. DEC. 7, 1998

**SCHEDULE A TO
MEMORANDUM OF RAILCAR LEASE AGREEMENT
DATED AS OF _____, 1998.**

Seventy-five (75) new mill gondola railcars manufactured by Trinity Industries, Inc. bearing the following marks:

UNIT NO.	CAR NO.	UNIT NO.	CAR NO.
1	CSS 30200	40	CSS 30239
2	CSS 30201	41	CSS 30240
3	CSS 30202	42	CSS 30241
4	CSS 30203	43	CSS 30242
5	CSS 30204	44	CSS 30243
6	CSS 30205	45	CSS 30244
7	CSS 30206	46	CSS 30245
8	CSS 30207	47	CSS 30246
9	CSS 30208	48	CSS 30247
10	CSS 30209	49	CSS 30248
11	CSS 30210	50	CSS 30249
12	CSS 30211	51	CSS 30250
13	CSS 30212	52	CSS 30251
14	CSS 30213	53	CSS 30252
15	CSS 30214	54	CSS 30253
16	CSS 30215	55	CSS 30254
17	CSS 30216	56	CSS 30255
18	CSS 30217	57	CSS 30256
19	CSS 30218	58	CSS 30257
20	CSS 30219	59	CSS 30258
21	CSS 30220	60	CSS 30259
22	CSS 30221	61	CSS 30260
23	CSS 30222	62	CSS 30261
24	CSS 30223	63	CSS 30262
25	CSS 30224	64	CSS 30263
26	CSS 30225	65	CSS 30264
27	CSS 30226	66	CSS 30265
28	CSS 30227	67	CSS 30266
29	CSS 30228	68	CSS 30267
30	CSS 30229	69	CSS 30268
31	CSS 30230	70	CSS 30269
32	CSS 30231	71	CSS 30270
33	CSS 30232	72	CSS 30271
34	CSS 30233	73	CSS 30272
35	CSS 30234	74	CSS 30273
36	CSS 30235	75	CSS 30274
37	CSS 30236		
38	CSS 30237		
39	CSS 30238		