

*Counterparts - Kim Battman*

RECORDATION NO. 21530 FILED *Primary*

ALVORD AND ALVORD  
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WASHINGTON, D.C.

JUL 27 '98

1-15 PM

ELIAS C. ALVORD (1942)  
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20006-2973

OF COUNSEL  
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RECORDATION NO. 21530-A FILED

July 27, 1998

JUL 27 '98

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RECEIVED  
SURFACE TRANSPORTATION  
BOARD

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 of Railroad Equipment, dated July 27, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents and two (2) copies of a Memorandum of Trust Indenture and Security Agreement, also dated July 27, 1998, a secondary document related thereto.

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

Lessor: First Security Bank, N.A.  
79 South Main Street  
Salt Lake City, UT 84111

Lessee: General Electric Railcar Services Corporation  
33 West Monroe St., 24<sup>th</sup> Floor  
Chicago, IL 60603

Owner Trustee: First Security Bank, N.A.  
79 South Main Street  
Salt Lake City, UT 84111

Indenture Trustee: The First National Bank of Maryland  
25 South Charles Street  
Baltimore, MD 20201

Mr. Vernon A. Williams  
July 27, 1998  
Page 2

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

five hundred (500) railcars bearing BNSF reporting marks and road numbers set forth on Exhibit A-1 attached thereto.

Also enclosed is a check in the amount of \$52.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

RECORDATION NO. 21530 FILED

JUL 27 '98

1-15PM

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (GERSC TRUST 98-A) dated July 27, 1998, between FIRST SECURITY BANK, N.A., a national banking association, not in its individual capacity, but solely as trustee under the Amended and Restated Trust Agreement (GERSC Trust 98-A) dated as of July 22, 1998, with NORLEASE, INC., a Delaware corporation (in such capacity, the "*Lessor*"), and GENERAL ELECTRIC RAILCAR SERVICES CORPORATION, a Delaware corporation (the "*Lessee*"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Lease (referred to below).

WHEREAS, the Lessor and the Lessee have entered into that certain Amended and Restated Equipment Lease Agreement (GERSC Trust 98-A) dated as of July 22, 1998 (the "*Lease*") and that certain Lease Supplement No. 1 (GERSC Trust 98-A) dated July 27, 1998 ("*Supplement No. 1*") (the terms of each of which are incorporated herein by reference), covering the railroad equipment identified in Exhibit A-1 hereto, bearing the equipment numbers of the Lessee shown in said Exhibit A-1, and all additions and alterations thereof, replacements thereof and substitutions therefor;

WHEREAS, the Lease and Supplement No. 1 shall be effective as of the Closing Date (as defined in the Lease); and

WHEREAS, this memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

FIRST SECURITY BANK, N.A., not in its individual capacity, but solely as trustee, as aforesaid

By:   
Name: Nancy M. Dahl  
Title: Vice President

GENERAL ELECTRIC RAILCAR SERVICES CORPORATION

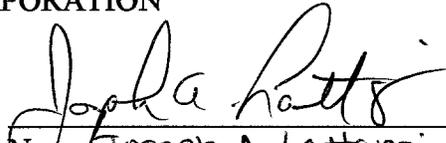
By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

FIRST SECURITY BANK, N.A., not in its individual capacity, but solely as trustee, as aforesaid

By: \_\_\_\_\_  
Name:  
Title: \_\_\_\_\_

GENERAL ELECTRIC RAILCAR SERVICES CORPORATION

By:  \_\_\_\_\_  
Name: Joseph A. Lattanzio  
Title: Executive Vice President

STATE OF Illinois )  
 ) ss:  
COUNTY OF Cook )

On this 24<sup>th</sup> day of July, 1998, before me personally appeared Joseph Lattanzi to me personally known who being by me duly sworn, says that he is a Exec. VP of General Electric Railcar Services Corporation, that said instrument was signed and sealed on July 24<sup>th</sup>, 1998, on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)



By Ricki Knapp  
Notary Public

My Commission Expires: 10/01/01

STATE OF \_\_\_\_\_ )  
 ) ss:  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_ day of July, 1998, before me personally appeared \_\_\_\_\_ to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of First Security Bank, N. A., that said instrument was signed and sealed on July \_\_\_, 1998, 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.

(SEAL)

By \_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) ss:  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_ day of July, 1998, before me personally appeared \_\_\_\_\_ to me personally known who being by me duly sworn, says that he/she is a \_\_\_\_\_ of General Electric Railcar Services Corporation, that said instrument was signed and sealed on July \_\_, 1998, on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

By \_\_\_\_\_  
Notary Public

(SEAL)

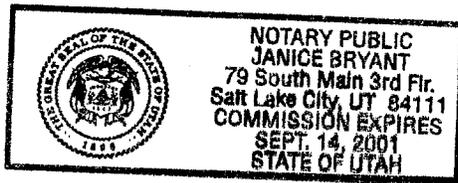
My Commission Expires: \_\_\_\_\_

STATE OF Utah )  
 ) ss:  
COUNTY OF Salt Lake )

On this 23<sup>rd</sup> day of July, 1998, before me personally appeared Nancy M. Dahl to me personally known, who being by me duly sworn, says that he is the Vice President of First Security Bank, N. A., that said instrument was signed and sealed on July 23, 1998, 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.

By Janice Bryant  
Notary Public

(SEAL)



My Commission Expires: \_\_\_\_\_

June 1998

**EXHIBIT A - 1**

Page 1 of 2

<u>Car Numbers</u>				<u>Number of</u>	<u>Cumulative</u>
				<u>Cars</u>	<u>Number of</u>
					<u>Cars</u>
BNSF	471503			1	1
BNSF	471552			1	2
BNSF	471595	through	BNSF 471596	2	4
BNSF	471633			1	5
BNSF	471648			1	6
BNSF	471687			1	7
BNSF	471818			1	8
BNSF	471840			1	9
BNSF	471850	through	BNSF 471854	5	14
BNSF	471856	through	BNSF 471857	2	16
BNSF	471861			1	17
BNSF	471877			1	18
BNSF	471881			1	19
BNSF	471884			1	20
BNSF	471886	through	BNSF 471887	2	22
BNSF	471890	through	BNSF 471891	2	24
BNSF	471902			1	25
BNSF	471906			1	26
BNSF	471911			1	27
BNSF	471913			1	28
BNSF	471917	through	BNSF 471918	2	30
BNSF	471927			1	31
BNSF	471931			1	32
BNSF	471947	through	BNSF 471950	4	36
BNSF	471956	through	BNSF 471957	2	38
BNSF	471960			1	39
BNSF	471968	through	BNSF 471970	3	42
BNSF	471972	through	BNSF 471976	5	47
BNSF	471979	through	BNSF 471980	2	49
BNSF	471985	through	BNSF 471986	2	51
BNSF	471988	through	BNSF 471989	2	53
BNSF	471995			1	54
BNSF	471998	through	BNSF 472003	6	60
BNSF	472005			1	61
BNSF	472007	through	BNSF 472010	4	65
BNSF	472012	through	BNSF 472015	4	69
BNSF	472017	through	BNSF 472020	4	73
BNSF	472022	through	BNSF 472027	6	79
BNSF	472030	through	BNSF 472038	9	88
BNSF	472040			1	89
BNSF	472042	through	BNSF 472045	4	93
BNSF	472047	through	BNSF 472048	2	95
BNSF	472050			1	96

<u>Car Numbers</u>				<u>Number of</u>	<u>Number of</u>
				<u>Cars</u>	<u>Cars</u>
BNSF	472052	through	BNSF 472055	4	100
BNSF	472057			1	101
BNSF	472059	through	BNSF 472061	3	104
BNSF	472063			1	105
BNSF	472099			1	106
BNSF	472140			1	107
BNSF	472196	through	BNSF 472198	3	110
BNSF	472230			1	111
BNSF	472249			1	112
BNSF	472256	through	BNSF 472268	13	125
BNSF	472270	through	BNSF 472277	8	133
BNSF	472286			1	134
BNSF	472288			1	135
BNSF	472293	through	BNSF 472304	12	147
BNSF	472307	through	BNSF 472308	2	149
BNSF	472310	through	BNSF 472313	4	153
BNSF	472316			1	154
BNSF	472323			1	155
BNSF	472325			1	156
BNSF	472334			1	157
BNSF	472352			1	158
BNSF	472355	through	BNSF 472356	2	160
BNSF	472358	through	BNSF 472361	4	164
BNSF	472371			1	165
BNSF	472373			1	166
BNSF	472377	through	BNSF 472379	3	169
BNSF	472382			1	170
BNSF	472386	through	BNSF 472387	2	172
BNSF	472390	through	BNSF 472502	113	285
BNSF	472504	through	BNSF 472551	48	333
BNSF	472553	through	BNSF 472565	13	346
BNSF	472567	through	BNSF 472593	27	373
BNSF	472595	through	BNSF 472603	9	382
BNSF	472627			1	383
BNSF	472638			1	384
BNSF	472654			1	385
BNSF	472658	through	BNSF 472772	115	500

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