

RECORDATION NO. 21685-A FILED

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

OCT 23 '98

1-00PM

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OF COUNSEL
URBAN A. LESTER

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October 23, 1998

OCT 23 12 57 PM '98

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 Assignment and Bill of Sale Agreement, dated as of October 23, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement which was previously filed with the Board under Recordation Number 21685.

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

Assignor: Fleet Capital Corporation
50 Kennedy Plaza, 5th Floor
Providence, Rhode Island 02903

Assignee: First Security Bank, N.A.
PO Box 25357
Salt Lake City, Utah 84125

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

one hundred (100) covered hopper cars bearing CRDX reporting marks and road numbers 20425 through 20524

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Mr. Vernon A. Williams
October 23, 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 "Robert W. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

MEMORANDUM OF ASSIGNMENT AND BILL OF SALE AGREEMENT

1-00PM

Memorandum of Assignment and Bill of Sale Agreement made and entered into as of October __, 1998, by and between Fleet Capital Corporation ("Assignor") and First Security Bank, N.A. ("Assignee").

WITNESSETH

1. Assignor, as Lessor, leased to Chicago Freight Car Leasing Co. ("Lessee") railroad equipment bearing reporting marks and road numbers as set forth on Exhibit A attached hereto and made part hereof.
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease and the corresponding railcars which are the subject of that Lease.
3. This Memorandum of Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the dated and year first above written.

FIRST SECURITY BANK, N.A.

By

Title

[Signature]
Vice President

FLEET CAPITAL CORPORATION

By

Title

[Signature]
Vice President

STATE OF: Utah

SS.

COUNTY OF: Salt Lake

On October 14, 1998 before me, Carol Nenow, Executive Secretary
(Notary Name and Title)

personally appeared Steve Harris personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Carol Lynn Nenow

(Notary Seal)

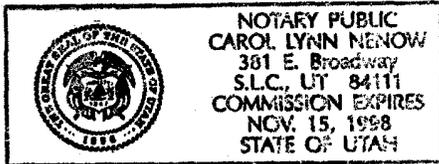


EXHIBIT A

EQUIPMENT

Attached hereto and made part of the following documents: Memorandum of Assignment and Bill of Sale

With: Chicago Freight Car Leasing Co. (32699-01)

Depreciable Life: Seven (7) Years.

Quantity	Model	Description	Running #
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100		Vendor: Thrall Car Manufacturing Company Covered Hopper Cars Model 3250 Reporting Marks: CRDX	20425-20524
WITH ALL STANDARD AND ACCESSORY EQUIPMENT			