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RECORDATION NO. 18623 FILED 12/23/93

December 23 1993 DEC 23 1993 - 12 05 PM

New Recordation INTERSTATE COMMERCE COMMISSION

RECEIVED  
OFFICE OF THE  
SECRETARY  
DEC 25 12 08 PM '93  
LICENSING BRANCH

Dear Mr. Strickland:

On behalf of Compass Boxcar Limited Liability Company, a Delaware limited liability company, I submit for filing and recording under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder, executed counterparts of a primary document, not previously recorded, entitled Memorandum of Lease of Railroad Equipment ("Lease") dated as of December 23, 1993.

The parties to the enclosed Lease are:

Compass Boxcar Limited Liability Company, - LESSOR  
a Delaware limited liability company,  
c/o Compass Asset Management Corporation  
Suite 2810  
555 California Street  
San Francisco, CA 94104

The Hutchinson & Northern Railway Company - LESSEE  
8300 College Park Boulevard  
Overland Park, Kansas 66210

The said Lease, among other things, acts to lease the equipment listed in Annex A thereof to the Lessee by the Lessor.

The equipment covered by the instant Lease is as identified in Annex A thereto.

A short summary of the Lease to appear in the ICC Index is as follows:

"Covers 74 Boxcars as listed in Annex A"

Enclosed is a check in the amount of eighteen dollars (\$18.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,  
*Allen H. Harrison, Jr.*  
Allen H. Harrison, Jr.  
Attorney for Compass Boxcar Limited Liability  
Company for the purpose of this filing.

Honorable Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423  
Enclosures  
8370-020

BY HAND

*Compass Boxcar Limited Liability Company*

**Interstate Commerce Commission**  
Washington, D.C. 20423

12/23/93

OFFICE OF THE SECRETARY

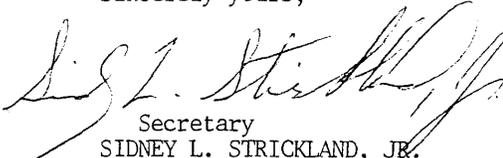
Allen H. Harrison, Jr.  
Donelan, Cleary, Wood & Maser  
1275 K. Street N.W. Suite 850  
Washington, D.C. 20005

Dear **sir**:

The enclosed document(s) was recorded pursuant to the provisions  
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,  
on **12/23/93** at **12:05pm**, and assigned  
recordation number(s).

**13623**

Sincerely yours,

  
Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

18623  
RECORDATION NO. FILED 1425

MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT  
INTERSTATE COMMERCE COMMISSION

DEC 23 1993 -12 05 PM

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT dated as of December 23, 1993 is intended to evidence the Lease of Railroad Equipment, dated as of December 23, 1993 (the "Lease") between COMPASS BOXCAR LIMITED LIABILITY COMPANY, a Delaware limited liability company, (the "Lessor"), and THE HUTCHINSON & NORTHERN RAILWAY COMPANY, a Kansas corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the seventy-four (74) boxcars more fully described in Annex A hereto (the "Units").

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due authority, have executed this Memorandum of Lease on the date indicated below its signature.

COMPASS BOXCAR LIMITED LIABILITY  
COMPANY, Lessor

THE HUTCHINSON & NORTHERN  
RAILWAY COMPANY, Lessee

By: Compass Asset Management Corporation,  
its Manager

By: Ben J. Assaf

By: Mark C. Jemeter

Title: Executive Vice President

Title: PRESIDENT

Date: 12/23/93

Date: 12/23/93

ANNEX A

10

MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT

Dated December \_\_, 1993

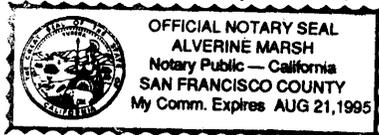
Equipment Description:

Seventy-four (74) 100-ton, roller bearing, 60', RBL, nonmechanical refrigerator insulated boxcars equipped with 10' Plug doors and moveable interior bulkheads.

Current Nos.	Prior Nos.	Current Nos.	Prior Nos.	Current Nos.	Prior Nos.
AJFX	SP	AJFX	SP	AJFX	SP
1 1200	691806	30 1229	691835	60 1259	691883
2 1201	691811	31 1230	691836	61 1260	691884
3 1202	691851	32 1231	691838	62 1261	691885
4 1203	691899	33 1232	691840	63 1262	691886
5 1204	691800	34 1233	691841	64 1263	691887
6 1205	691802	35 1234	691842	65 1264	691890
7 1206	691803	36 1235	691846	66 1265	691891
8 1207	691804	37 1236	691847	67 1266	691893
9 1208	691805	38 1237	691848	68 1267	691896
10 1209	691808	39 1238	691849	69 1268	691897
11 1210	691810	40 1239	691850	70 1269	691898
12 1211	691812	41 1240	691852	71 1270	691801
13 1212	691813	42 1241	691853	72 1271	691837
14 1213	691815	43 1242	691854	73 1272	691839
15 1214	691817	44 1243	691859	74 1273	691875
16 1215	691818	45 1244	691860		
17 1216	691819	46 1245	691862		
18 1217	691820	47 1246	691863		
19 1218	691821	48 1247	691864		
20 1219	691822	49 1248	691865		
21 1220	691823	50 1249	691867		
22 1221	691824	51 1250	691868		
23 1222	691825	52 1251	691869		
24 1223	691826	53 1252	691870		
25 1224	691827	54 1253	691873		
26 1225	691830	55 1254	691874		
27 1226	691831	56 1255	691876		
28 1227	691832	57 1256	691878		
29 1228	691834	58 1257	691880		
		59 1258	691881		

STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF SAN FRANCISCO )

On this 20<sup>th</sup> day of December, 1993, before me personally appeared Ben J. Assaf, to be personally known, who, being by me duly sworn, says that such person is Executive Vice President of Compass Asset Management Corporation, the Manager of COMPASS BOXCAR LIMITED LIABILITY COMPANY, a Delaware limited liability company, that said instrument was signed on behalf of said limited liability company and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.



Alverine Marsh  
Notary Public

My Commission Expires: Aug. 21, 1995

[Notarial Seal]

STATE OF KANSAS )  
 ) ss.  
COUNTY OF JOHNSON )

On this 22<sup>nd</sup> day of December, 1993, before me personally appeared Mark C. Demetree, to be personally known, who, being by me duly sworn, says that such person is President of THE HUTCHINSON & NORTHERN RAILWAY COMPANY, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jonette Killmar  
Notary Public

My Commission Expires: 9-17-95

[Notarial Seal]

